

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Nutrition 21, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) Id: 11-2653613	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 4 Manhattanville Road Purchase, NY	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 10577	ZIP Code
County of Residence or of the Principal Place of Business: Westchester	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
<input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Tax-Exempt Entity (Check box, if applicable)	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
	<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box)
		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box)	Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached	Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
<input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.	Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).
<input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information											THIS SPACE IS FOR COURT USE ONLY																						
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																																	
Estimated Number of Creditors <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;"> <input checked="" type="checkbox"/> </td> <td style="width: 10%; text-align: center;"> <input type="checkbox"/> </td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> <td></td> </tr> </table>											<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000		
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Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;"> <input type="checkbox"/> </td> <td style="width: 10%; text-align: center;"> <input checked="" type="checkbox"/> </td> <td style="width: 10%; text-align: center;"> <input type="checkbox"/> </td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>\$1 billion</td> <td>More than \$1 billion</td> </tr> </table>											<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	\$1 billion	More than \$1 billion	
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Nutrition 21, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Signature of Attorney for Debtor(s) _____ (Date) _____	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Nutrition 21, Inc.
Signatures		
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (If not represented by attorney)</p> <p>Date _____</p> <p>Signature of Attorney*</p> <p>X <u>/s/ Michael Friedman</u> Signature of Attorney for Debtor(s)</p> <p>Michael Friedman Printed Name of Attorney for Debtor(s)</p> <p>Richards Kibbe & Orbe LLP Firm Name One World Financial Center New York, NY 10281</p> <p>Address _____</p> <p>212.530.1800 Fax: 212.530.1801 Telephone Number</p> <p>August 26, 2011 Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p> <p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Alan Kirschbaum</u> Signature of Authorized Individual</p> <p>Alan Kirschbaum Printed Name of Authorized Individual</p> <p>Chief Financial Officer Title of Authorized Individual</p> <p>August 26, 2011 Date</p>		
<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>Printed Name of Foreign Representative</p> <p>Date _____</p> <p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>Printed Name and title, if any, of Bankruptcy Petition Preparer _____</p> <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>Address _____</p> <p>X _____</p> <p>Date _____</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</i></p>		

In re Nutrition 21, Inc. Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

Name of Debtor / District

Heart's Content, Inc.
Southern District of New York

Iceland Health, LLC
Southern District of New York

Nutrition 21, LLC
Southern District of New York

Case No. / Relationship

Subsidiary

Subsidiary

Date Filed / Judge

Subsidiary

FORM 1. VOLUNTARY PETITION
Attachment A

Bankruptcy Code section 1116 Disclosure

Due to their size, Bankruptcy Code section 1116(1)(A) disclosures will be filed separately with the Bankruptcy Court for the Southern District of New York.

Certificate of the Secretary
of
Nutrition 21, Inc.

Nutrition 21, LLC

Iceland Health, LLC

Heart's Content, Inc.

I, Benjamin T. Sporn, the Secretary of each of Nutrition 21, Inc., Nutrition 21, LLC, Iceland health, LLC and Heart's Content, Inc., hereby certify that the following Resolutions approving a Voluntary Petition for Relief Under the Bankruptcy Code was unanimously approved for each of Nutrition 21, Inc., Nutrition 21, LLC, Iceland Health, LLC and Heart's Content, Inc. by adoption of Resolutions at a Board meeting attended by all of the Directors Nutrition 21, Inc. on August 23, 2011 as set forth below:

Nutrition 21, Inc. (the "Company")

IT IS HEREBY RESOLVED, that the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a Chapter 11 Case; and be it further

RESOLVED that the following officers of the Company (each a Designated Officer): Michael A. Zeher - President and Chief Executive Office, Alan J. Kirschbaum - Chief Financial Officer, Vice President Finance and Treasury, and Benjamin T. Sporn - Vice President, General Counsel and Secretary, in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, lists and other motions, papers or documents, and to take any and all management action necessary, appropriate, desirable or proper in connection with commencing a Chapter 11 Case, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business, including any actions necessary to retain any professionals deemed necessary by management (including, without limitation, Richards Kibbe & Orbe LLP, BDO Capital Advisors, LLC) to assist the Company in a Chapter 11 Case and in carrying out their duties under the provisions of the Bankruptcy Code.

Further Actions and Prior Actions

NOW THEREFORE, BE IT RESOLVED, that the Designated Officers be, and each hereby is, authorized, directed and empowered, in the name of and on behalf of, the Company and under its corporate seal or otherwise, to prepare, execute and deliver and to file with appropriate organizations, or to cause to be prepared, executed, delivered and filed, all such agreements, documents, certificates, instruments and other papers and to do or cause to be done all such acts and things, as may be necessary, appropriate or desirable to effectuate the purpose and intent of the foregoing resolutions, including to make such changes to said documents as such individual may determine, upon the advice of counsel,

to be necessary, appropriate or desirable, such Designated Officer's execution and delivery thereof to be conclusive evidence of such Designated Officer's approval, and any such action taken by such Designated Officer prior to the date hereof is hereby ratified, confirmed and approved in all respects; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of Directors and that the Designated Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Company and the laws of the State of New York.

Subsidiary Actions

NOW THEREFORE, BE IT RESOLVED, that the Designated Officers be and hereby are authorized, directed and empowered in the name of, and on behalf of, the Company, to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member or managing member of each direct subsidiary of the Company, in each case, as such Designated Officer shall deem necessary or desirable in such Designated Officer's reasonable business judgment, including without limitation the authorization of resolutions and agreements as may be necessary or convenient to effectuate a chapter 11 case for each subsidiary.

Nutrition 21, LLC (the "Company")

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Sole Manager has determined that it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a Chapter 11 Case; and be it further

RESOLVED that the following officers of the Company (each a Designated Officer): Michael A. Zeher - President and Chief Executive Officer, Alan J. Kirschbaum - Vice President and Chief Financial Officer, and Benjamin T. Sporn - Vice President, General Counsel and Secretary, in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, lists and other motions, papers or documents, and to take any and all management action necessary, appropriate, desirable or proper in connection with commencing a Chapter 11 Case, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business, including any actions necessary to retain any professionals deemed necessary by management (including, without limitation, Richards Kibbe & Orbe LLP, BDO Capital Advisors, LLC) to assist the Company in a Chapter 11 Case and in carrying out their duties under the provisions of the Bankruptcy Code.

Further Actions and Prior Actions

NOW THEREFORE, BE IT RESOLVED, that the Designated Officers be, and each hereby is, authorized, directed and empowered, in the name of and on behalf of, the Company and under its corporate seal or otherwise, to prepare, execute and deliver and to file with appropriate organizations, or to cause to be prepared, executed, delivered and filed, all such agreements, documents, certificates, instruments and other papers and to do or cause to be done all such acts and things, as may be necessary, appropriate or desirable to effectuate the purpose and intent of the foregoing resolutions, including to make such changes to said documents as such individual may determine, upon the advice of counsel, to be necessary, appropriate or desirable, such Designated Officer's execution and delivery thereof to be conclusive evidence of such Designated Officer's approval, and any such action taken by such Designated Officer prior to the date hereof is hereby ratified, confirmed and approved in all respects; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Sole Manager and that the Designated Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Sole Manager duly called and constituted pursuant to the Limited Liability Company Agreement of the Company and the laws of the State of New York.

Iceland Health, LLC (the "Company")

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Sole Manager has determined that it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a Chapter 11 Case; and be it further

RESOLVED that the following officers of the Company (each a Designated Officer): Michael A. Zeher - President and Chief Executive Office, Alan J. Kirschbaum – Vice President and Chief Financial Officer, and Benjamin T. Sporn – Vice President, General Counsel and Secretary, in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, lists and other motions, papers or documents, and to take any and all management action necessary, appropriate, desirable or proper in connection with commencing a Chapter 11 Case, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business, including any actions necessary to retain any professionals deemed necessary by management (including, without limitation, Richards Kibbe & Orbe LLP, BDO Capital Advisors, LLC) to assist the Company in a Chapter 11 Case and in carrying out their duties under the provisions of the Bankruptcy Code.

Further Actions and Prior Actions

NOW THEREFORE, BE IT RESOLVED, that the Designated Officers be, and each hereby is, authorized, directed and empowered, in the name of and on behalf of, the Company and under its corporate seal or otherwise, to prepare, execute and deliver and to file with appropriate organizations, or to cause to be prepared, executed, delivered and filed, all such agreements, documents, certificates, instruments and other papers and to do or cause to be done all such acts and things, as may be necessary, appropriate or desirable to effectuate the purpose and intent of the foregoing resolutions, including to make such changes to said documents as such individual may determine, upon the advice of counsel, to be necessary, appropriate or desirable, such Designated Officer's execution and delivery thereof to be conclusive evidence of such Designated Officer's approval, and any such action taken by such Designated Officer prior to the date hereof is hereby ratified, confirmed and approved in all respects; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Sole Manager and that the Designated Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Sole Manager duly called and constituted pursuant to the Limited Liability Company Agreement of the Company and the laws of the State of New York.

Heart's Content, Inc. (the "Company")

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Board of Directors has determined that it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a Chapter 11 Case; and be it further

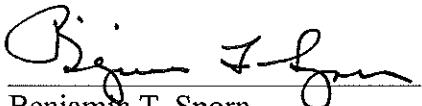
RESOLVED that the following officers of the Company (each a Designated Officer): Michael A. Zeher - President and Chief Executive Officer, Alan J. Kirschbaum – Vice President and Chief Financial Officer, and Benjamin T. Sporn – Vice President, General Counsel and Secretary, in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Company, and under its corporate seal or otherwise, all petitions, schedules, lists and other motions, papers or documents, and to take any and all management action necessary, appropriate, desirable or proper in connection with commencing a Chapter 11 Case, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business, including any actions necessary to retain any professionals deemed necessary by management (including, without limitation, Richards Kibbe & Orbe LLP, BDO Capital Advisors, LLC) to assist the Company in a Chapter 11 Case and in carrying out their duties under the provisions of the Bankruptcy Code.

Further Actions and Prior Actions

NOW THEREFORE, BE IT RESOLVED, that the Designated Officers be, and each hereby is, authorized, directed and empowered, in the name of and on behalf of, the Company and under its corporate seal or otherwise, to prepare, execute and deliver and to file with appropriate organizations, or to cause to be prepared, executed, delivered and filed, all such agreements, documents, certificates, instruments and other papers and to do or cause to be done all such acts and things, as may be necessary, appropriate or desirable to effectuate the purpose and intent of the foregoing resolutions, including to make such changes to said documents as such individual may determine, upon the advice of counsel, to be necessary, appropriate or desirable, such Designated Officer's execution and delivery thereof to be conclusive evidence of such Designated Officer's approval, and any such action taken by such Designated Officer prior to the date hereof is hereby ratified, confirmed and approved in all respects; and be it further

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of Directors and that the Designated Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Company and the laws of the State of New York.

In witness whereof, the undersigned has signed this Certificate as of August 23, 2011.



Benjamin T. Sporn
Secretary of Nutrition 21, Inc.
Secretary of Nutrition 21, LLC
Secretary of Iceland Health, LLC
Secretary of Heart's Content, Inc.

United States Bankruptcy Court
Southern District of New York

In re Nutrition 21, Inc.

Debtor(s)

Case No.
Chapter11

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0000744962.

2. The following financial data is the latest available information and refers to the debtor's condition on 06/30/2011.

a. Total assets \$ 3,462,000.00

b. Total debts (including debts listed in 2.c., below) \$ 567,000.00

c. Debt securities held by more than 500 holders: Approximate number of holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	_____	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	_____	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	_____	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	_____	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>0.00</u>	_____	<u>0</u>

d. Number of shares of preferred stock 17,750,000 12

e. Number of shares common stock 192,936,779 379

Comments, if any:

3. Brief description of Debtor's business:

Nutritional bioscience company

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Pharmachem Laboratories, Inc.
Midsummer Investment Ltd.

United States Bankruptcy Court
Southern District of New York

In re **Nutrition 21, Inc.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Alpha Jallow 14 S. Meadow Drive Danbury, CT 06811	Alpha Jallow 14 S. Meadow Drive Danbury, CT 06811	Employee wages and benefits	Contingent Unliquidated	44,923.00
Cassie Tillman-Randall 531 Upper Avenue Newburgh, NY 12550	Cassie Tillman-Randall 531 Upper Avenue Newburgh, NY 12550	Employee wages and benefits	Contingent Unliquidated	20,408.00
David Pagura 233 Woodland Avenue Yonkers, NY 10703	David Pagura 233 Woodland Avenue Yonkers, NY 10703	Employee wages and benefits	Contingent Unliquidated	34,892.00
Gail Kraljevic 76 Mt. Holly Rd Katonah, NY 10536	Gail Kraljevic 76 Mt. Holly Rd Katonah, NY 10536	Employee wages and benefits	Contingent Unliquidated	19,286.00
James Komorowski 83 Bunker Hill Drive Trumbull, CT 06611	Jim Komorowski 83 Bunker Hill Drive Trumbull, CT 06611	Employee wages and benefits	Contingent Unliquidated	98,245.00
Joanne Goldstein 8 Leisure Farm Drive Armonk, NY 10504	Joanne Goldstein 8 Leisure Farm Drive Armonk, NY 10504	Employee wages and benefits	Contingent Unliquidated	3,150.00
Kate Wallour 754 Bronx River Road Apt B23 Bronxville, NY 10708	Kate Wallour 754 Bronx River Road Apt B23 Bronxville, NY 10708	Employee wages and benefits	Contingent Unliquidated	8,562.00
Nutrition 21, LLC 4 Manhattanville Road Purchase, NY 10577	Nutrition 21, LLC 4 Manhattanville Road Purchase, NY 10577	Intercompany receivable		110,630,797.00
Steven Sundell 12 Winter Ridge Road Newtown, CT 06470	Steven Sundell 12 Winter Ridge Road Newtown, CT 06470	Employee wages and benefits	Contingent Unliquidated	58,295.00
Ultimate Formulations Inc dba Best Formulations	Ultimate Formulations Inc dba Best Formulations	Legal dispute	Contingent Unliquidated Disputed	126,184.12
US Customs and Borders Protect 6550 Telecome Drive Indianapolis, IN 46278	US Customs and Borders Protect 6550 Telecome Drive Indianapolis, IN 46278	Legal dispute	Contingent Unliquidated Disputed	30,949.29

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Walgreen Co. Inc. 200 Wilmont Road Deerfield, IL 60015	Walgreen Co. Inc. 200 Wilmont Road Deerfield, IL 60015	Legal dispute	Contingent Unliquidated Disputed	1,600,000.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date August 26, 2011

Signature /s/ Alan Kirschbaum
Alan Kirschbaum
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re **Nutrition 21, Inc.**

Debtor

Case No. _____

Chapter _____

11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	7,225,234.20		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4		457,346.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		112,387,930.41	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		16			
		Total Assets	7,225,234.20		
			Total Liabilities	112,845,276.41	

United States Bankruptcy Court
Southern District of New York

In re **Nutrition 21, Inc.**

Debtor

Case No. _____

Chapter _____

11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	
4. Total from Schedule F	
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	

In re Nutrition 21, Inc., Case No. _____,
Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re

Nutrition 21, Inc.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Money Market Account- Capital One Bank - \$503,358.30 Operating Account - Capital One Bank - \$959,203.90		1,462,562.20
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		PMA Elite Commercial Package, Pennsylvania Manufacturers Indemnity Company (de minimis) Commercial Umbrella Liability, Zurich American Guarantee & Liability Insurance Company (de minimis)		0.00 0.00
			Sub-Total > (Total of this page)	1,462,562.20

3 continuation sheets attached to the Schedule of Personal Property

In re **Nutrition 21, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Products - Work Hazard Liability, CNA	-	0.00
		(de minimis)		
		Commercial Crime, National Union Fire Insurance	-	0.00
		(de minimis)		
		Employment Practices Liability, Markel American Insurance Company	-	0.00
		(de minimis)		
		Directors & Officers and Corporate Liability, Carolina Casualty Insurance Company	-	0.00
		(de minimis)		
		Excess Directors & Officers Liability, RSUI Indemnity Company	-	0.00
		(de minimis)		
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Iceland Health, LLC	-	0.00
		Nutrition 21, LLC	-	2,798,730.00
		Heart's Content, Inc.	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
			Sub-Total >	2,798,730.00
			(Total of this page)	

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Nutrition 21, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Counterclaim against Walgreens, Inc. (breach of contract) Cross-claims and claims against Natures Products, Inc. (breach of contract)	-	2,300,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.		Miscellaneous Patents (see attached)	-	613,255.00
23. Licenses, franchises, and other general intangibles. Give particulars.		Exclusive license by Probiohealth, LLC for use of patents for probiotics currently designated KE-01 and KE-99.	-	0.00
		Exclusive license by McLeod Discoveries, LLC for use of U.S. Patents 5,972,390 and 6,034,125.	-	0.00
		Co-exclusive license by U.S. Department of Agriculture for use of U.S. Patent 6,689,383.	-	0.00
		Non-exclusive license by Provita Development ApS for use of U.S. Patent 7,166,640.	-	0.00
				Sub-Total > 2,913,255.00
				(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Nutrition 21, Inc.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Miscellaneous office furniture - 4 Manhattanville Road, Purchase, NY 10577	-	44,075.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Cardia Salt - 4 Manhattanville Road, Purchase, NY 10577	-	6,612.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
				Sub-Total > 50,687.00
				(Total of this page)
				Total > 7,225,234.20

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

SCHEDULE B - PERSONAL PROPERTY
Attachment A

Title of Invention:	Country:	Status:	Application No.	Patent No:
ARGININE SILICATE COMPLEX	US	Issued	08/799784	5707970
ARGININE SILICATE INOSITOL	US	Issued	09/367267	6156735
ARGININE SILICATE INOSITOL	US	Issued	09/730895	6344444
ARGININE SILICATE INOSITOL	EP	Issued	98905010.9	1007096
ARGININE SILICATE INOSITOL	US	Issued	11/146620	7,576,132
CHROMIUM HISTIDINE	US	Issued	09/41645	6689383
CHROMIUM HISTIDINE	AU	Issued	79990/00	
CHROMIUM HISTIDINE	EP	Issued	20000970641	
CHROMIUM NICOTINATE	US	Issued	09/143256	5905075
ENTERIC-COATED CHROMIUM	US	Issued	09/229463	6100250
CHROMIUM POLYNICOTINATE	US	Issued	09/291560	5980905
CHROMIUM PICOLINATE	US	Issued	09/480468	6251888
CHROMIUM POLYNICOTINATE	US	Issued	09/480473	6100251
CHROMIUM POLYNICOTINATE	US	Issued	09/634664	6323192
CHROMIUM PICOLINATE	US	Issued	09/144026	5948772
ENTERIC-COATED CHROMIUM	US	Issued	09/228701	6093711
CHROMIUM PICOLINATE	US	Issued	09/291561	6143301
CHROMIUM PICOLINATE	FR	Issued	9814190	9814190
CHROMIUM PICOLINATE	US	Issued	09/480472	6136317
CHROMIUM PICOLINATE	US	Issued	09/696474	6251889
CHROMIUM PICOLINATE	US	Issued	09/849864	6471998
CHROMIUM PICOLINATE	US	Issued	09/849865	6432942
CHROMIUM PICOLINATE	US	Issued	10/207748	6713469
HIGH-DOSE CHROMIC	US	Issued	08/440362	6329361
HIGH DOSE CHROMIC	EP	Issued	96915595.1	825861
HIGH DOSE CHROMIC	JP	Issued	534219	3699124
METHOD FOR PROMOTING	US	Issued	08/908820	5914326
HIGH-DOSE CHROMIUM/BIOTIN	US	Issued	08/908819	5789401
CHROMIUM/BIOTIN TREATMENT	AU	Issued	87651/99	751431
CHROMIUM/BIOTIN TREATMENT	CA	Issued	2297834	2297834
CHROMIUM/BIOTIN TREATMENT	CZ	Issued	PV2000-324	298680
CHROMIUM/BIOTIN TREATMENT	DE	Issued	98939167	1001793
CHROMIUM/BIOTIN TREATMENT	EP	Issued	98939167	1001793
CHROMIUM/BIOTIN TREATMENT	ES	Issued	98939167	1001793
CHROMIUM/BIOTIN TREATMENT	FR	Issued	98939167	1001793
CHROMIUM/BIOTIN TREATMENT	GB	Issued	98939167	1001793
CHROMIUM/BIOTIN TREATMENT	IE	Issued	98939167	1001793
USE OF CHROMIUM IN	IL	Issued	134163	134163
CHROMIUM/BIOTIN TREATMENT	IT	Issued	98939167	1001793
CHROMIUM/BIOTIN TREATMENT	MX	Issued	PA/A/2000/0012	217267
CHROMIUM/BIOTIN TREATMENT	AU	Issued	2002302012	2002302012
CHROMIUM/BIOTIN TREATMENT	US	Issued	09/912472	RE139480
CHROMIUM/BIOTIN TREATMENT	EP	Issued	2721275.2	1397148
METHOD OF TREATING	US	Issued	09/025981	5898036
METHOD OF TREATING	US	Issued	09/025944	5972390
METHOD OF TREATING	US	Issued	09/025899	6034125
METHOD OF TREATING PRE	US	Issued	901841	5877171
METHODS AND COMPOSITIONS	US	Issued	09/957876	6809115
CHROMIUM CONTAINING	DE	Issued	1975262.5	1357977
CHROMIUM CONTAINING	EP	Issued	1975262.5	1357977
CHROMIUM CONTAINING	ES	Issued	1975262.5	1357977
CHROMIUM CONTAINING	FR	Issued	1975262.5	1357977
CHROMIUM CONTAINING	GB	Issued	1975262.5	1357977
CHROMIUM CONTAINING	IT	Issued	1975262.5	1357977
CALCIUM TAURATE AND USES	US	Issued	09/212019	6099869
CALCIUM TAURATE AS A	US	Issued	09/459164	6203823
MAGNESIUM TAURATE AND	US	Issued	08/423891	5582839
MAGNESIUM TAURATE FOR	US	Issued	08/554153	5776504
MAGNESIUM TAURATE AS AN	US	Issued	08/554151	5776498
PHARMACEUTICAL	US	Issued	08/943370	5876757
ARGININE SILICATE INOSITOL	JP	Pending	534966/98	
ARGININE SILICATE INOSITOL	CA	Pending	2494115	
ARGININE SILICATE INOSITOL	EP	Pending	3793307.4	
ARGININE SILICATE INOSITOL	JP	Pending	2004-529669	
ARGININE SILICATE INOSITOL	MX	Pending	PA/A/2005/0019	
USE OF CHROMIUM HISTIDINATE	WO	Pending	PCT/US2008/05	
CHROMIUM-HISTIDINE	CA	Pending	2386790	
CHROMIUM-HISTIDINE	JP	Pending	20011530341	
CHROMIUM-HISTIDINE	WO	Pending		
HIGH DOSE CHROMIC	AR	Pending	P960102526	
METHOD FOR PROMOTING	CA	Pending	2340629	
CHROMIUM/BIOTIN TREATMENT	BR	Pending	PB811137.0	
CHROMIUM/BIOTIN TREATMENT	CN	Pending	98807961.5	
CHROMIUM/BIOTIN TREATMENT	JP	Pending	2000-506977	
CHROMIUM/BIOTIN TREATMENT	KR	Pending	2000-7001109	
CHROMIUM/BIOTIN TREATMENT	EP	Pending	5076358	
CHROMIUM/BIOTIN TREATMENT	IL	Pending	180906	
CHROMIUM/BIOTIN TREATMENT	RU	Pending	2000106035	
CHROMIUM/BIOTIN TREATMENT	US	Pending	10/099038	
CHROMIUM/BIOTIN TREATMENT	US	Pending	11/136794	
USE AND COMPOSITION OF	CN	Pending	02806867-X	
METHODS AND COMPOSITIONS	US	Pending	12/340257	
METHODS AND COMPOSITIONS	WO	Pending	PCT/US2008/05	
CHROMIUM COMPOSITIONS AND	US	Pending	10/509487	
CHROMIUM COMPOSITIONS AND	EP	Pending	3747276.8	
CHROMIUM COMPOSITIONS AND	JP	Pending	2003-587310	
CHROMIUM COMPOSITIONS AND	MX	Pending	PA/A/2004/0103	
CHROMIUM COMPLEXES FOR	US	Pending	PCT/2008/06907	
CHROMIUM COMPLEXES AS		Pending		
CHROMIUM INSULIN		Pending		
METHODS FOR THE TREATMENT	US	Pending	10/319328	
METHODS FOR THE TREATMENT	US	Pending	11/435120	
METHODS FOR THE TREATMENT	US	Pending	11/435125	
CHROMIUM CONTAINING	CN	Pending	1818934.2	
CHROMIUM CONTAINING	JP	Pending	2002-528216	
MULTIPLE UNIT DOSAGE FORM	US	Pending	PCT/US2008/06	
SELENIUM TREATMENT FOR HIV		Pending	12/520267	

In re Nutrition 21, Inc.

Case No.

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

In re

Nutrition 21, Inc.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Nutrition 21, Inc.,
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Wages, salaries, and commissions****TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY			AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No.		Within 180 Days of filing Employee wages, benefits and contributions to benefits plans		X	X	76,904.00	11,725.00
Alan J. Kirschbaum 84 Stonewall Court Yorktown Heights, NY 10598	-					88,629.00	
Account No.		Within 180 Days of filing Employee wages, benefits and contributions to benefits plans		X	X	33,198.00	11,725.00
Alpha Jallow 14 S. Meadow Drive Danbury, CT 06811	-					44,923.00	
Account No.		Within 180 Days of filing Amounts due under consulting agreement		X	X	57,506.00	11,725.00
Benjamin Sporn 49 Lismore Road Lawrence, NY 11559	-					69,231.00	
Account No.		Within 180 Days of filing Employee wages, benefits and contributions to benefits plans		X	X	8,683.00	11,725.00
Cassie Tillman-Randall 531 Upper Avenue Newburgh, NY 12550	-					20,408.00	
Account No.		Within 180 Days of filing Employee wages, benefits and contributions to benefits plans		X	X	7,561.00	11,725.00
Gail Kraljevic 76 Mt. Holly Rd Katonah, NY 10536	-					19,286.00	
Sheet <u>1</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)			<u>183,852.00</u>	<u>58,625.00</u>
						<u>242,477.00</u>	

In re Nutrition 21, Inc.,
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Wages, salaries, and commissions****TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY			AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No.		Within 180 Days of filing					
James Komorowski 83 Bunker Hill Drive Trumbull, CT 06611	-	Employee wages, benefits and contributions to benefits plans	X	X		86,520.00	
						98,245.00	11,725.00
Account No.		Employee wages and benefits					
Joanne Goldstein 8 Leisure Farm Drive Armonk, NY 10504	-		X	X		3,150.00	
						3,150.00	0.00
Account No.		Within 180 Days of filing					
Kate Wallour 754 Bronx River Road Apt B23 Bronxville, NY 10708	-	Employee wages, benefits and contributions to benefits plans	X	X		0.00	
						8,562.00	8,562.00
Account No.		Within 180 Days of filing					
Mike Zeher P.O Box 358 Croton on Hudson, NY 10520	-	Employee wages, benefits and contributions to benefits plans	X	X		0.00	
						11,725.00	11,725.00
Account No.		Within 180 Days of filing					
Steven Sundell 12 Winter Ridge Road Newtown, CT 06470	-	Employee wages, benefits and contributions to benefits plans	X	X		46,570.00	
						58,295.00	11,725.00
Sheet <u>2</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)			136,240.00	
						179,977.00	43,737.00

In re Nutrition 21, Inc.,
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Contributions to employee benefit plans****TYPE OF PRIORITY**

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	T E D		
Account No.		Within 180 Days of filing Employee wages, benefits and contributions to benefits plans		X	X		23,167.00	11,725.00
David Pagura 233 Woodland Avenue Yonkers, NY 10703	-						34,892.00	11,725.00
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Sheet <u>3</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims			Subtotal (Total of this page)				<u>23,167.00</u>	<u>11,725.00</u>
			Total (Report on Summary of Schedules)				<u>34,892.00</u>	<u>343,259.00</u>
							<u>457,346.00</u>	<u>114,087.00</u>

In re Nutrition 21, Inc.,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO	UN	DIS	AMOUNT OF CLAIM
			NT	LI	PUT	
Account No.						
AT&T PO Box 5019 Carol Stream, IL 60197-5019	H	-			X	X
						0.00
Account No.		Intercompany receivable				
Nutrition 21, LLC 4 Manhattanville Road Purchase, NY 10577	W	-				110,630,797.00
Account No.		Legal dispute				
Ultimate Formulations Inc dba Best Formulations	J	-			X	X
						126,184.12
Account No.		Legal dispute				
US Customs and Borders Protect 6550 Telecome Drive Indianapolis, IN 46278	C	-			X	X
						30,949.29
1 continuation sheets attached			Subtotal (Total of this page)			110,787,930.41

In re

Nutrition 21, Inc.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Verizon PO Box 15124 Albany, NY 12212		-		X	X	0.00
Account No.						
Verizon Wireless PO Box 408 Newark, NJ 07101-0408		-		X	X	0.00
Account No.		Legal dispute		X	X	1,600,000.00
Walgreen Co. Inc. 200 Wilmont Road Deerfield, IL 60015		-		X	X	
Account No.						
Account No.						
Sheet no. <u>1</u> of <u>1</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,600,000.00
			Total (Report on Summary of Schedules)			112,387,930.41

In re Nutrition 21, Inc., Case No. _____, Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
BDO Capital Advisors, LLC 100 Park Avenue-10th Floor New York, NY 10017	Investment banking and financial advisory agreement
Grace Procurements, LLC 2401 Mellon Ct., Ste. C Decatur, GA 30035	License and supply agreement
Gwen Kent 13 S. June Terrace Lake Forest, IL 60045	Marketing and sales consulting services agreement
HP Care Pack Services C/O CDW P.O. Box 75723 Chicago, IL 60675	Server maintenance agreements
IKON Office Solutions, Inc. 3920 Arkwright Road Macon, GA 31210	Copier maintenance agreements
Marketing Maven PR 2390 C Las Posas Road, #479 Camarillo, CA 93010	Consulting agreements
McLeod Discoveries, LLC 210 Village Gate Drive Chapel Hill, NC 27514	License Agreement
Michael A. Zeher PO Box 358 Croton on Hudson, NY 10520	Employment Agreement
Nature's Products, Inc 1301 Sawgrass Corporate Parkway Fort Lauderdale, FL 33323	Supply agreement and patent license agreement
OCC Purchase, LLC 4 Manhattanville Road Purchase, NY 10577	Office Lease
Probioferm, LLC 10215 Dennis Drive Urbandale, IA 50322	Supply agreement

In re **Nutrition 21, Inc.** _____, Case No. _____
Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Probiohealth, LLC 9595 Wilshire Blvd, Suite 810 Beverly Hills, CA 90212	License agreement
Provita Development ApS Korskildeeng 4 DK-2670 Greve Denmark	Exclusive Distribution and Supply License Agreement
Ridge Systems, LLC 865 Grant Avenue Maywood, NJ 07607	Computer consulting services agreement
US Government 5601 Sunnyside Avenue, 4-1159 Beltsville, MD 20705	License Agreement
Useful Products, Inc. 429 West Jasper PO Box 377 Goodland, IN 47948	Warehousing and Shipping agreement
Vertellus Health & Specialty 201 N. Illinois St, Ste 1800 Indianapolis, IN 46204	Supply agreement
Wells Fargo Financial Leasing 800 Walnut Street New York, NY 10017	Copier lease agreement

In re Nutrition 21, Inc., Case No. _____,
Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

continuation sheets attached to Schedule of Codebtors

United States Bankruptcy Court
Southern District of New York

In re **Nutrition 21, Inc.**

Debtor(s)

Case No.
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **18** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **August 26, 2011**

Signature **/s/ Alan Kirschbaum**
Alan Kirschbaum
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Southern District of New York

In re Nutrition 21, Inc.

Debtor(s)

Case No.
Chapter11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$-11,305,229.00	Fiscal Year Ending 6/30/10 - Financial Audit Records
\$-6,961,346.00	Fiscal Year Ending 6/30/2011 - Financial Audit Records
\$-771,719.00	From 7/1/2011 to 8/2011

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None	b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		
NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
American Express P.O. Box 360001 Fort Lauderdale, FL 33336	5/20/2011 - \$9,105.73 6/27/2011 - \$14,656.31 7/19/2011 - \$8,899.75	\$32,661.79	\$0.00
AT&T P.O. Box 5019 Carol Stream, IL 60197	6/6/2011 - \$6,514.53 7/11/2011 - \$6,537.00	\$1,305.51	\$0.00
Authentix 4355 Excel Parkway, Suite 100 Addison, TX 75001	6/6/2011 \$10,000.00 7/11/2011 \$10,000.00	\$20,000.00	\$0.00
Casimir Jones 2275 Deming Way Suite 210 Middleton, WI	6/20/2011	\$5,922.00	\$0.00
Coalescence 5 Highview Drive Wayne, PA 19087	7/11/2011- \$7300.00	\$7,300.00	\$0.00
Computer Patent Annuities 2398 Mill Road 12th Floor Alexandria, VA 22314	8/1/2011	\$11,507.96	\$0.00
Ford Marrin Esposito Witmeyer Wall Street Plaza New York, NY 10005	8/1/2011	\$23,260.50	\$0.00
John Gutfreund 834 Fifth Avenue 7/8a New York, NY 10021	7/11/2011	\$7,800.00	\$0.00
Heller, Rorowitz & Feit 292 Madison Avenue New York, NY 10017	7/5/2011	\$10,000.00	\$0.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
J.H. Cohn LLP 4 Becker Farm Road Roseland, NJ 07068	6/20/2011 \$6,079.79 8/8/2011 \$31,000.00	\$37,079.79	\$0.00
Gwen Kent 13 June Terrace Lake Forest, IL 60045	8/20/201 \$6500.00 8/1/2011 \$7,165.40	\$13,665.40	\$0.00
Peter Mann 111 Barrow Street New York, NY 10014	7/11/2011	\$6,250.00	\$0.00
McLead Discoveries LLC PO Box 1668 363 Saven Springs Lane Blowing Rock, NC 28605	5/24/2011	\$5,674.36	\$0.00
Oxford Health Plans PO Box 1697 Newark, NJ 07101	5/20/2011 - \$16,572.12 7/5/2011 - \$16,572.12 8/1/2011 - \$16,572.12	\$33,144.24	\$0.00
Pennington Biomedical 6400 Perkins Road Baton Rouge, LA 70808	6/2/2011 - \$20,096.00 6/27/2011 - \$20,096.00	\$40,192.00	\$0.00
Pipitone Group 3933 Perrysville Avenue Pittsburgh, PA 15214	7/11/2011	\$13,750.00	\$0.00
OCC Purchase, LLC General Post Office PO Box 30296 New York, NY 10087	6/6/2011 - \$14,855.43 7/5/2011 - \$13,663.17 8/1/2011 - \$14,738.20	\$43,256.80	\$0.00
Richards Kibbe & Orbe LLP One World Financial Center New York, NY 10281	6/2/2011 - \$20,965.00 7/5/2011 - \$19,615.00 7/28/2011 - \$10,880.00	\$51,460.00	\$0.00
Benjamin Sporn 49 Lismore Road Lawrence, NY 11559	6/14/2011 - \$6,500.00 7/5/2011 - \$6,500.00 7/11/2011 - \$6,500.00 7/18/2011 - \$6,500.00 8/1/2011 - \$6,500.00	\$32,500.00	\$0.00
United States Treasury US Department of Justice 1100 L Street NW Room 11116 Washington, DC 20005	8/14/2011	\$11,250.00	\$0.00
University of Arizona 1133 East James E Rogers Way Tucson, AZ 85721	7/5/2011	\$15,000.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Alan Kirschbaum 4 Manhattanville Road Purchase, NY 10577 CFO	Bi-weekly payroll, last year	\$186,000.00	\$0.00

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Mike Zeher 4 Manhattanville Road Purchase, NY 10577 CEO	Bi-weekly payroll, last year	\$329,875.00	\$0.00
Benjamin Sporn 4 Manhattanville Road Purchase, NY 10577	semi-monthly billing, last year	\$156,000.00	\$0.00
George Benson College of Charleston 66 George Street Charleston, SC 29424	9/20/2010 - \$1,533.64 10/25/2010 - \$4,300.00 11/23/2010 - \$1,093.40 11/18/2011 - \$5,050.00	\$11,977.04	\$0.00
Warren Cooper 5 Highway Drive Wayne, PA 19087	9/20/2011 - \$561.16 10/25/2010 - \$4,300.00 11/23/2010 - \$370.92 1/18/2011 - \$5,050.00 4/7/2011 - \$400.83 5/16/2011 - \$5,800.00 6/6/2011 - \$596.58 7/1/2011 - 7,300.00	\$24,379.49	\$0.00
John Gutfreund 500 Park Avenue FL6 New York, NY 10022	10/25/2010 - \$5,550.00 1/18/2011 - \$5,550.00 5/16/2011 - \$6,750.00 7/11/2011 - \$7,800.00 10/21/2010 - \$212.32 1/18/2011 - \$108.84 5/10/2011 - \$91.29	\$26,062.45	\$0.00
Peter C. Mann 111 Barrow Street New York, NY 10014	10/25/2010 - \$4,000.00 1/18/2011 - \$4,750.00 5/16/2011 - \$5,500.00 7/11/2011 - \$6,250.00	\$20,500.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Walgreen Co. v. Nutrition 21, Inc. et al. 11-03493	Breach of contract, plaintiff Walgreen Co., Inc. alleging approximately \$1.6 million of damages	D. N.D. Ill.	Suit filed on May 24, 2011, pending
N/A	US Customs and Border Protection review of duties paid by Iceland Helath, LLC on importation of fish oil from Iceland		Nutrition 21, Inc. made a payment of \$150,000 as an offer to settle and is waiting to learn whether this has been accepted.

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Natures Products, Inc., et al. v. Nutrition 21, Inc. et al., Case No. 11005805 03.	Nature's Products, Inc. and Iceland Health, Inc. against Nutrition 21, Inc. and Iceland Health, LLC filed March 10, 2011 for \$190,627.59	Seventh Judicial Circuit in and for Broward County, Florida	Settled for net payment of \$54,772.45 on April 12, 2011
Kerr Drug Inc. v. Nutrition 21, Inc., Index, No. 30099/10	Kerr Drug, Inc. against Nutrition 21, Inc. filed December 9, 2010	Supreme Court of the State of New York, Westchester County	Settled for \$9,024.19 on February 17, 2011
San Francisco Technology, Inc. v. Nutrition 21, Inc., Case No. 11-2070-PGG	Patent false marking suit	United States District Court for the Southern District of New York	Matter settled on May 31, 2011 for a payment of \$22,500.

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
5. Repossessions, foreclosures and returns		
None <input type="checkbox"/> List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
6. Assignments and receivingships		
None <input type="checkbox"/> a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		
NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
None <input type="checkbox"/> b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)		

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Richards Kibbe & Orbe LLP One World Financial Center New York, NY 10281	Various dates from 4/21/2011 to 8/26/2011	\$367,945

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Nature's Products Inc	9/29/2010	Branded Products Group of Nutrition 21, Inc - \$3.2million

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION
Nutrition 21, Inc.
4 Manhattanville Road
Purchase, NY 10577

TYPE OF ACCOUNT, LAST FOUR
 DIGITS OF ACCOUNT NUMBER,
 AND AMOUNT OF FINAL BALANCE

AMOUNT AND DATE OF SALE
 OR CLOSING

Blocked operating account- XXXXX0317
Blocked operating account- XXXXX0309

12. Safe deposit boxes

None

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK
 OR OTHER DEPOSITORY

NAMES AND ADDRESSES
 OF THOSE WITH ACCESS
 TO BOX OR DEPOSITORY

DESCRIPTION
 OF CONTENTS

DATE OF TRANSFER OR
 SURRENDER, IF ANY

13. Setoffs

None

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATE OF SETOFF

AMOUNT OF SETOFF

14. Property held for another person

None

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtor

None

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Nutrition 21, LLC	95-6454596	4 Manhattanville Road Purchase, NY 10577	Subsidiary	
Iceland Health, LLC	30-3082140	4 Manhattanville Road Purchase, NY 10577	Subsidiary	
Heart's Content, Inc.	13-3985396	4 Manhattanville Road Purchase, NY 10577	Subsidiary	

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

■

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

**Alan Kirschbaum
4 Manhattanville Road
Purchase, NY 10577**

DATES SERVICES RENDERED
8/1/09- Present

**Alpha Jallow
4 Manhattanville Road
Purchase, NY 10577**

8/1/09-Present

**J.H. Cohn LLP
4 Becker Farm Road
Roseland, NJ 07068**

Last three fiscal years

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED
**J.H. Cohn LLP
4 Becker Farm Road
Roseland, NJ 07068** **Last 3 fiscal years**

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS
**Alan Kirschbaum
4 Manhattanville Road
Purchase, NY 10577**

**Alpha Jallow
4 Manhattanville Road
Purchase, NY 10577**

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
See note below.

DATE ISSUED

The Debtor files periodic reports with the Securities and Exchange Commission and as such, in the ordinary course, the Debtor may have provided consolidated financial information to banks, customers, suppliers, and other various interested parties. In addition, in connection with their restructuring efforts, the Debtors provided financial statements to potential purchasers prior to the Debtors filing voluntary petitions for relief with the bankruptcy court.

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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Pharmacem Laboratories Inc **Shareholder** **\$23,105,974 - 9.08%**

265 Harrison Avenue
Attn: David Holmes
Kearny, NJ 07032

Midsummer Investment Ltd.
295 Madison Avenue
New York, NY 10017

Mike Zeher
P.O. Box 358
Croton on Hudson, NY 10520

Alan J. Kirschbaum
84 Stonewall Court
Yorktown Heights, NY 10598

Benjamin T. Sporn
49 Lismore Road
Lawrence, NY 11559

Shareholder **\$22,047,837 - 8.66%**

**President & Chief Executive
Officer, Director**

**Chief Financial Officer, VP of
Finance and Treasury** **45,000 common shares**

**Vice President, General
Counsel & Secretary**

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Warren Cooper 5 Highway Drive Wayne, PA 19087	Director	
John Gutfreund 500 Park Avenue FL6 New York, NY 10022	Chairman	At least 100,000 Common Share
Peter C. Mann 111 Barrow Street New York, NY 10014	Director	At least 200,000 Common Shares

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
George Benson College of Charleston 66 George Street Charleston, SC 29424	Director	November 2010

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Mike Zeher 4 Manhattanville Road Purchase, NY 10577 Chief Executive Officer	Salary- \$330,765 Bonus- \$60,000	\$390,765
Alan Kirschbaum 4 Manhattanville Road Purchase, NY 10577 Chief Financial Officer	Salary - \$180,000 Perquisite - \$6,000 Bonus - \$30,000	\$216,000
Benjamin Sporn 4 Manhattanville Road Purchase, NY 10577 Secretary and General Counsel	Fees Earned - \$156,000 Bonus - 12,000	\$168,000
John Gutfreund 4 Manhattanville Road Purchase, NY 10577 Director	Fees Earned - \$26,062 Option Awards - \$1,100	\$27,162
George Benson 4 Manhattanville Road Purchase, NY 10577 Former Director	Fees Earned - \$11,977	\$11,977

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Warren Cooper 4 Manhattanville Road Purchase, NY 10577 Director	Fees Earned - \$24,379 Option Awards - \$1,100	\$25,479
Peter C. Mann 4 Manhattanville Road Purchase, NY 10577 Director	Fees Earned - \$20,500 Option Awards - \$1,100	\$21,600

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date August 26, 2011

Signature /s/ Alan Kirschbaum
Alan Kirschbaum
Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Southern District of New York

In re Nutrition 21, Inc.

Debtor(s)

Case No.
Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ <u>367,945.00</u>
Prior to the filing of this statement I have received	\$ <u>367,945.00</u>
Balance Due	\$ <u>0.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: August 26, 2011

/s/ Michael Friedman

Michael Friedman
Richards Kibbe & Orbe LLP
One World Financial Center
New York, NY 10281
212.530.1800 Fax: 212.530.1801

United States Bankruptcy Court
Southern District of New York

In re **Nutrition 21, Inc.**

Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
A WILLIAM BOLLMEIER 235 STONELEDGE CT MARTHASVILLE, MO 63357-2076	Common Stock	0	Common Stock
ABRAHAM BLUMENKRANZ 814 CAFFREY AVE FAR ROCKAWAY, NY 11691-5215	Common Stock	3000	Common Stock
ALAN G PERRY 192 NEW ST REHOBOTH, MA 02769-2917	Common Stock	400	Common Stock
ALAN KIRSCHBAUM 84 STONEWALL COURT YORKTOWN HEIGHTS, NY 10598-1819	Common Stock	45000	Common Stock
ALAN P KLEIN CUST MARA E KLEIN UTMA PA 2103 LOCUST ST PHILADELPHIA, PA 19103-4802	Common Stock	100	Common Stock
ALBERT MELEO 27790 MARCO DR BONITA SPRINGS, FL 34135-9001	Common Stock	300	Common Stock
ALIZA SEPTIMUS 72 LORD AVE LAWRENCE, NY 11559-1339	Common Stock	3500	Common Stock
AMBROSE D SCOLA & VALERIE SCOLA JT TEN 45 BASS AVE GLOUCESTER, MA 01930-3142	Common Stock	50	Common Stock
ANDREW KATZ & JANINE KATZ & JASON KATZ 307 S 24TH AVE HOLLYWOOD, FL 33020-4905	Common Stock	1000	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
ANN M BERARDELLI & JOSEPH E BERARDELLI JT TEN 219 TER ST DUNMORE, PA 18512-2925	Common Stock	20	Common Stock
ANNE MAGEE 1 WRIGHT ROAD YORKTOWN HEIGHTS, NY 10598-6614	Common Stock	83	Common Stock
ANTHONY BONGO SR 190 HARMON AVE NEW ROCHELLE, NY 10801-3606	Common Stock	4000	Common Stock
ANTON DRESLIN 1541 W MAIN ST NORRISTOWN, PA 19403-3227	Common Stock	94	Common Stock
ARLENE L FOX 3423 WALNUT AVE RR 2 BOX 111 ELMA, IA 50628-7506	Common Stock	300	Common Stock
ARLIN JOHNSON 721 MEADOWVIEW DRIVE NORTHFIELD, MN 55057-2967	Common Stock	1	Common Stock
ARLIN R JOHNSON 721 MEADOWVIEW DR NORTHFIELD, MN 55057-2967	Common Stock	20	Common Stock
ARTHUR BLACKLER 1843 E 37TH ST BROOKLYN, NY 11234-4411	Common Stock	1000	Common Stock
AUSTIN KOVACS TR UA 05/24/96 AUSTIN KOVACS REV TRUST HC 63 BOX 46 LEBANON, NH 03766	Common Stock	1000	Common Stock
BARBARA BOATMAN 631 NORTHLAND AVE STILLWATER, MN 55082-5209	Common Stock	100	Common Stock
BASHEVA GOLDBERG 1132 SUSSEX RD TEANECK, NJ 07666-2729	Common Stock	500	Common Stock
BENJAMIN TREISER 5100 N OCEAN BLVD APT 1616 FT LAUDERDALE, FL 33308-3007	Common Stock	4000	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
BEREL D TENNENBAUM & LINDA TENNENBAUM JTWROS 1491 EAST 23RD ST BROOKLYN, NY 11210-5128	Common Stock	5200	Common Stock
BERNARD SAKLAD & ANN SAKLAD 15550 FIORENZA CIR DELRAY BEACH, FL 33446-3296	Common Stock	200	Common Stock
BETTY A WEITZ 11 LONGVIEW LANE CHAPPAQUA, NY 10514-1304	Common Stock	0	Common Stock
BETTY STRASSFELD 767 MT MORIAH RD APT 25 MEMPHIS, TN 38117-5341	Common Stock	2000	Common Stock
BILL CARTER 155 ALLERS BLVD ROOSEVELT, NY 11575-2205	Common Stock	100	Common Stock
BILL KIMBROUGH 5474 JACKWOOD HOUSTON, TX 77096-1236	Common Stock	100	Common Stock
BONNIE SEPTIMUS ITF CHANNA SEPTIMUS UGMA NY 72 LORD AVE LAWRENCE, NY 11559-1339	Common Stock	3500	Common Stock
BONNIE SEPTIMUS ITF TALIA SEPTIMUS UGMA NY 72 LORD AVE LAWRENCE, NY 11559-1339	Common Stock	3500	Common Stock
BRENDAN GAUGHRAN 135 SKYFIELD DR GROTON, MA 01450-1813	Common Stock	200	Common Stock
BRETT SMITHERS PO BOX 933 OJAI, CA 93023	Common Stock	2350	Common Stock
BRIAN WILKINS 3212 RIDGEMONT CT MODESTO, CA 95355-8448	Common Stock	1	Common Stock
Bridgepointe Master Fund LTD 1120 Sanctuary Parkway LTD Alpharetta, GA 30004	Series J Convertible Preferred Stock	1,000	Convertible Preferred

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
BRUCE JOHNSON & LYNDIE JOHNSON JT TEN 909 BRYAN DR ENID, OK 73701-6914	Common Stock	100	Common Stock
C KIEFFER RITTENHOUSE 824 W PADONIA RD COCKEYSVILLE, MD 21030-1734	Common Stock	0	Common Stock
CARL J NOVAK 34910 PHYLLIS WAYNE, MI 48184-2463	Common Stock	500	Common Stock
CARL MAYER 5200 W 9TH AVE LAKEWOOD, CO 80214-2514	Common Stock	100	Common Stock
CAROL A WEISS W5291 CNTY FF MONROE, WI 53566	Common Stock	1000	Common Stock
CAROL DAVIS CHING BOX 1201 LEHIGH ACRES, FL 33970	Common Stock	300	Common Stock
CAROL PEARSALL 5628 LAVER STREET LEESBURG, FL 34748-8054	Common Stock	300	Common Stock
CASSIE TILLMAN-RANDALL 531 UPPER AVENUE NEWBURGH, NY 12550-1645	Common Stock	250	Common Stock
CATHERINE A MCDERMOTT & THOMAS F MCDERMOTT JT TEN 13 MEATH AVE HUNTINGTON, NY 11743-6237	Common Stock	200	Common Stock
CEDE & CO (FAST ACCOUNT) proxyannouncements@dtcc.com consentannouncements@dtcc.com	Common Stock	170304722	Common Stock
CHAIM SEPTIMUS 7 PONIM MEIROT MATERSDORF JERUSALEM ISRAEL	Common Stock	170	Common Stock
CHANA SEPTIMUS 72 LORD AVE LAWRENCE, NY 11559-1339	Common Stock	12700	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CHARLENE C MILLS & TODD K MILLS TEN COM 1471 W GRAND HAVEN ROAD ROMEOVILLE, IL 60446-5241	Common Stock	50	Common Stock
CHIEF CO BOX 710 PONTIAC, IL 61764-0710	Common Stock	1000	Common Stock
CHRIS COUCH 24 MILL RIDGE RD SECAUCUS, NJ 07094-4312	Common Stock	100	Common Stock
CHRIS KEOHANE HILIFIELD DORCHESTER ENGLAND DT2 7BA DORSET	Common Stock	148	Common Stock
CHRISTOPHER ROM 2049 EAST LOMBARD STREET BALTIMORE, MD 21231-1924	Common Stock	7500	Common Stock
CLARA Y LEVINE 44 CEDAR DR GREAT NECK, NY 11021-1934	Common Stock	700	Common Stock
CLIFFORD L BOS & KAREN E BOS TR OF THE BOS FAMILY TRUST 5278 VISTA DEL MAR CYPRESS, CA 90630-3048	Common Stock	195	Common Stock
CLINT BOXWELL 66 MT HOREB RD WARREN, NJ 07059-5531	Common Stock	50	Common Stock
CRAIG A LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	20000	Common Stock
CROSS ATLANTIC PARTNERS K/S CAP FUND IV 551 MADISON AVE SEVENTH FLOOR NEW YORK, NY 10022-3212	Common Stock	858	Common Stock
CROSS ATLANTIC PARTNERS IV K/S C/O CROSS ATLANTIC PARTNERS INC 551 MADISON AVENUE 7TH FLOOR NEW YORK, NY 10022-3212	Common Stock	561887	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CROSS ATLANTIC PARTNERS V K/S C/O CROSS ATLANTIC PARTNERS INC 551 MADISON AVENUE 7TH FLOOR NEW YORK, NY 10022-3212	Common Stock	337014	Common Stock
D E REFSN PO BOX 16020 JERUSALEM ISREAL	Common Stock	33750	Common Stock
DALE N GRIMES 5158 20 MILE RD BARRYTON, MI 49305-9744	Common Stock	5	Common Stock
DALENE BRAMER 4535 MT TAYLOR DR SANTA ROSA, CA 95404-6224	Common Stock	600	Common Stock
DALLAS M FAULKNER 2059 MIDDLEFIELD AVE STOCKTON, CA 95204-4837	Common Stock	40	Common Stock
DANIEL T CASEY 37 DANA ST WESTFIELD, MA 01085-2617	Common Stock	100	Common Stock
DANIEL T FIRST 411 RADCLIFF WAY DOWNTON, PA 19335-3128	Common Stock	300	Common Stock
DARRELL JACK INGRAM 1941 APPALOOSA LN PAHRUMP, NV 89060-3705	Common Stock	3000	Common Stock
DARRELL R RASK 190 NATURE WAY LITTLE CANADA, MN 55117-1726	Common Stock	100	Common Stock
DARRELL YOUNMANS 208 CHOCTAW DR BROWNS MILLS, NJ 08015-6555	Common Stock	100	Common Stock
DAVID A BROWNE CUST TYLER BERNARD BROWNE UNDER THE CA UNIF TRAN MIN ACT 7289 VALLEY TRAILS DRIVE PLEASANTON, CA 94588-5226	Common Stock	14	Common Stock
DAVID A WILLIAMS 1560 NE 125TH ST NORTH MIAMI, FL 33161-6036	Common Stock	100	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
DAVID BROWNE CUST TYLER BERNARD BROWNE UNDER THE CA UNIF TRAN MIN ACT 7289 VALLEY TRAILS DR PLEASANTON, CA 94588-5226	Common Stock	25	Common Stock
DAVID C FOREMAN & ANNETTE D FOREMAN JT TEN 7576 FENNER RD LAINGSBURG, MI 48848-9711	Common Stock	200	Common Stock
DAVID C IRISH RD 1 BOX 235 TRUMANSBURG, NY 14886	Common Stock	100	Common Stock
DAVID G SHOLES 14206 WESTBURY CUTOFF RD RED CREEK, NY 13143-3114	Common Stock	200	Common Stock
DAVID HIGH 434 W BOSANKA DR EAGLE, ID 83616-4956	Common Stock	1	Common Stock
DAVID J GOLOWENSKI & ELIZABETH O GOLOWENSKI JT TEN 390 GREENBRIAR RD SUNBURY, OH 43074-8395	Common Stock	175	Common Stock
DAVID J PARENTE 2929 W 190TH ST UNIT 236 REDONDO BEACH, CA 90278-5430	Common Stock	140	Common Stock
DAVID LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	17142	Common Stock
DAVID LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	20000	Common Stock
DAVID MARTIN 5 SUTTON PL S LAWRENCE, NY 11559-1727	Common Stock	300	Common Stock
DAVID PAGURA 233 WOODLAND AVENUE YONKERS, NY 10703-2320	Common Stock	2250	Common Stock
DAVID T LAUSER JR 121 W RUTHERFORD DR NEWARK, DE 19713-2026	Common Stock	100	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
DAVID V HIGH 5034 32ND ST GREELEY, CO 80634-8720	Common Stock	5	Common Stock
DEAN DIMARIA 5 FARM FIELD RIDGE ROAD SANDY HOOK, CT 06482-1080	Common Stock	66667	Common Stock
DEBBIE HARPER HUMAN & DON A HUMAN JT TEN 496 W 4630 N PROVO, UT 84604-5479	Common Stock	100	Common Stock
DEBRA BASS 5733 BALSAM GROVE COURT ROCKVILLE, MD 20852-5553	Common Stock	750	Common Stock
DENNIS COSTELLO BOX 222 POCONO PINES, PA 18350-0222	Common Stock	100	Common Stock
DENNIS J LAMBERT & KAREN A PAYNE JT TEN 445 SPADES RD SAGLE, ID 83860-9124	Common Stock	78	Common Stock
DENNIS LAJOIE 1111 SW 115TH AVE PEMBROKE PNES, FL 33025-4318	Common Stock	1000	Common Stock
DENNIS TYBOR & CYNTHIA TYBOR JT TEN 10691 TOWNLINE RD DARIEN CENTER, NY 14040-9783	Common Stock	390	Common Stock
Diamond Opportunity Fund LLC 500 Skokie Blvd Ste 280 Northbrook, IL 60062	Series J Convertible Preferred Stock	500	Convertible Preferred
DIAMOND OPPORTUNITY FUND LLC 500 SKOKIE BLVD STE 280 NORTHBROOK, IL 60062	Common Stock	3688768	Common Stock
DIANE HANSEN 538 ELY RD N PETALUMA, CA 94954-1157	Common Stock	300	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
DOLPHIN OFFSHORE PARTNERS LP C/O DOLPHIN ASSET MANAGEMENT CORP 129 E 17TH ST NEW YORK, NY 10003-3451	Common Stock	1489464	Common Stock
DON DAVIDSON 344 WESTWOOD WOODMERE 11598-1627	Common Stock	100	Common Stock
DONALD A KIRINCIC & MELISSA J CASTLE-KIRINCIC JT TEN 219 SHOREWOOD DR VALPARAISO, IN 46385-7723	Common Stock	50	Common Stock
DONALD L MAYER W22264 11TH STREET TREMPEALEAU, WI 54661-9215	Common Stock	5	Common Stock
DONALD STEELE & VERONICA STEELE JT TEN 17016 MOUNTAIN CREST CT RIVERSIDE, CA 92503-7054	Common Stock	100	Common Stock
DONNIE LEE WYLDES JR & HOWARD JR WYLDES SR JT TEN BOX 31 LISBON, IA 52253-0031	Common Stock	25	Common Stock
DOROTHY M QUAM 224 KING DANIEL LANE GOLETA, CA 93117-1232	Common Stock	600	Common Stock
DOROTHY M QUAM & WILLIAM M QUAM JT TEN 224 KING DANIEL LANE GOLETA, CA 93117-1232	Common Stock	200	Common Stock
DOROTHY ROSEN TR 7/28/2000 DOROTHY ROSEN REVOCABLE TRUST 401 E LINTON BLVD APT 271 DELRAY BEACH, FL 33483-5083	Common Stock	4000	Common Stock
DOROTY M QUAM 224 KING DANIEL LANE GOLETA, CA 93117-1232	Common Stock	200	Common Stock
DOUGLAS E FRASER 1215 W PALMETTO ST FLORENCE, SC 29501-4201	Common Stock	300	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
DOVID REFSN C/O DAVID SELENGUT, ESQ NEIMAN GINSBURG & MAIRANZ 39 BROADWAY NEW YORK, NY 10006-3003	Common Stock	14285	Common Stock
DOWNINGS FORGE INC 1167 34TH ST S ST PETERSBURG, FL 33711-2227	Common Stock	200	Common Stock
EBBIE CHRISTOPAUL & LORRAINE CHRISTOPAUL JT TEN 603 WOODBERRY CT FLETCHER, NC 28732	Common Stock	250	Common Stock
ED DEETZ 13998 ROYAL DOORNOCH SQUARE SAN DIEGO, CA 92128-3639	Common Stock	1	Common Stock
ED TUCKER 5304 AMSTERDAM PL RALEIGH, NC 27606-9706	Common Stock	550	Common Stock
EDMUND CANTU ALVAREZ 406 ANGELO CRP CHRISTI, TX 78411-1809	Common Stock	300	Common Stock
EDWARD D STEGALL & SUZANNE C STEGALL TEN COM 816 CELESTE AVE NEW ORLEANS, LA 70123-1450	Common Stock	100	Common Stock
EDWARD GOLDBERG 494 WARD ST NEWTON, MA 02459-1136	Common Stock	5000	Common Stock
EDWARD H LOVELL & JANICE M LOVELL JT TEN 1137 BUGLER CT MARIETTA, GA 30066-5506	Common Stock	17000	Common Stock
EDWARD MITCHELL & MARY MITCHELL JT TEN 13 ALLEN RD BREWSTER, NY 10509-5631	Common Stock	200	Common Stock
EDWIN J DEETZ 13998 ROYAL DORNACH SQUARE SAN DIEGO, CA 92128-3639	Common Stock	20	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
EDWIN L WEAVER RUTH C WEAVER TR 3800 W WILSON 4 BANNING, CA 92220-3433	Common Stock	200	Common Stock
EMERALD DATA PROCESSING SVCS RETIREMENT FUND ATT JERRY GREENSTEIN 12 SOPHIA ST MONSEY, NY 10952-2012	Common Stock	2000	Common Stock
EMIL L RADINICK JR 924 MILL CT BRIDGEVILLE, PA 15017-1115	Common Stock	5	Common Stock
EMORY SEAY 15 DURHAM ST BOSTON, MA 02115-5322	Common Stock	300	Common Stock
Enable Growth Partners LP One Ferry Building Suite 255 San Francisco, CA 94111	Series J Convertible Preferred Stock	1,275	Convertible Preferred
Enable Opportunities Partners One Ferry Building Suite 255 San Francisco, CA 94111	Series J Convertible Preferred Stock	150	Convertible Preferred
ENABLE OPPORTUNITY PARTNERS LP ATTN: ADAM EPSTEIN ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	Common Stock	520833	Common Stock
ERB'S REAL EST INC 4886 GILLINGHAM WAY DUBLIN, OH 43017	Common Stock	100	Common Stock
EUGENE FISCHER & ETHEL FISCHER JT TEN 6606 GREENSPRING AVE BALTIMORE, MD 21209-2514	Common Stock	200	Common Stock
EUGENE W LUKAS & SYLVIA M LUKAS JT TEN 3297 NORFOLK COURT SHELBY TOWNSHIP, MI 48316-4834	Common Stock	200	Common Stock
EVE LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	20000	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
EVELYN F CONTRO 355 FOLEY RD WINDSOR, NY 13865-1005	Common Stock	100	Common Stock
FELECIA TAYLOR 1475 E MCINTOSH RD GRIFFIN, GA 30223-1669	Common Stock	100	Common Stock
FRANCES ZEMLYAK 100-2 EINSTEIN LOOP N BRONX, NY 10475-4947	Common Stock	100	Common Stock
FRANCIS W HOPKINS & GERTRUDE K BURKINDINE JT TEN 9262 ATHOL RD MARDELA SPGS, MD 21837-2412	Common Stock	100	Common Stock
FRANK J PARENTI 639 WALLER STREET SAN FRANCISCO, CA 94117	Common Stock	500	Common Stock
FRANK LIBBY JR 46 OLD YANKEE ROAD HAVERHILL, MA 01832-1065	Common Stock	800	Common Stock
FRED ALAMBERT & JULIE L LAMBERT JT TEN 101 PARK PLACE WHEELING, WV 26003-5440	Common Stock	15	Common Stock
FREDERICK J NOLAN JR 222 CIRCUIT AVE WATERBURY, CT 06708-2163	Common Stock	500	Common Stock
FREDRICK M TUMM 6356 N DELBERT AVE P.O. BOX 9757 FRESNO, CA 93794-9757	Common Stock	20	Common Stock
FRUBIE WEINER 415 N SPALDING LOS ANGELES, CA 90036	Common Stock	400	Common Stock
GAIL KRALJEVIC 26 FLINTLOCK RIDGE ROAD KATONAH, NY 10536-2509	Common Stock	250	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
GARRETT T IWAI & WENDY Y IWAI JT TEN 1943 LUSITANA ST HONOLULU, HI 96813-1535	Common Stock	100	Common Stock
GARY EISENBERG C/F ELIZABETH EISENBERG UGMA MI 8164 HENDRIE HUNTINGTON WOODS, MI 48070-1649	Common Stock	400	Common Stock
GEORGE COTSONAS 579 CRAIG RD MANALAPAN, NJ 07726-8755	Common Stock	8815	Common Stock
GEORGE P BATES III 6417 CROSSWOODS FALLS CHURCH, VA 22044-1215	Common Stock	500	Common Stock
GEORGE W SCOTT C/F DEBORAH L SCOTT UGMA NY 16 DEERFIELD DR OWEGO, NY 13827-1104	Common Stock	300	Common Stock
GERALD CRUMBAUGH 5 DEERTRACK RD FOXFIRE VILLAGE, NC 27281-9759	Common Stock	1	Common Stock
GERALD JOANIS W21676 RED FOX LANE TREMPEALEAU, WI 54661-9280	Common Stock	1	Common Stock
GERALD L CRUMBAUGH 5 DEERTRACK RD FOXFIRE VILLAGE, NC 27281-9759	Common Stock	5	Common Stock
GERALD P LIEBRECHT & JENNIFER I LIEBRECHT JT TEN 8355 W PARADISE DR PEORIA, AZ 85345-8132	Common Stock	200	Common Stock
GERSHON WEINTRAUB 1380 E 27TH ST BROOKLYN, NY 11210-5307	Common Stock	600	Common Stock
GITTY BIRNBAUM 5002 17TH AVE BROOKLYN, NY 11204-1410	Common Stock	2000	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
GWENDOLYN D JONES 3856 E CAROL ANN WAY PHOENIX, AZ 85032-4057	Common Stock	35	Common Stock
HAROLD S HEFTER 365 LONGACRE AVE WOODMERE, NY 11598-2427	Common Stock	2500	Common Stock
HEATHER LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	24285	Common Stock
HEATHER LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	20000	Common Stock
HELEN FISCHER & MIMI BIEGACZ JT TEN 6603 PARK HEIGHTS AVE Apt A-2 BALTIMORE, MD 22125	Common Stock	200	Common Stock
HERB F LAAKE JR 710 MARK DEER PARK, TX 77536-2819	Common Stock	100	Common Stock
HERBERT D LEVINE 44 CEDAR DR GREAT NECK, NY 11021-1934	Common Stock	4500	Common Stock
HILLEL WIENER 183 HARBOR VIEW NORTH LAWRENCE, NY 11559-1903	Common Stock	200	Common Stock
INGRID M ARNO 253 WEST 73RD STREET APT 16F NEW YORK, NY 10023-2763	Common Stock	200	Common Stock
ISI WIEDERMANN & LEAH WIEDERMANN JT TEN 122-21 METROPOLITAN AVE NEW YORK, NY 11415	Common Stock	1000	Common Stock
Islandia LP 485 Madison Avenue Attention Edgar Berner New York, NY 10022	Series J Convertible Preferred Stock	2,500	Convertible Preferred
JACK LEYDEN BOX 324 HEBRON, ME 04238-0324	Common Stock	100	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JACK MICHAEL HILDRETH & SHERRY L HILDRETH JT TEN 4801 N CHATHAM DR BLOOMINGTON, IN 47404	Common Stock	20	Common Stock
JACK RICHARD FELTS JR TR FELTS FAMILY TRUST 9126 BEDFORD DR ODESSA, TX 79764-1247	Common Stock	600	Common Stock
JACK STECKI & MARCIA J STECKI JT TEN 2732 TAUNTON ST PHILADELPHIA, PA 19152-1507	Common Stock	6000	Common Stock
JACK STECKI & MARCIA J STECKI JT TEN 2732 TAUNTON ST PHILADELPHIA, PA 19152-1507	Common Stock	4000	Common Stock
JACQUES ST DENIS 2714 CROSSBRANCH CT FORT WAYNE, IN 46825-7141	Common Stock	5	Common Stock
JAMES DANA STURZ 436 WEST 23RD STREET NEW YORK, NY 10011-2159	Common Stock	750	Common Stock
JAMES KOMOROWSKI 83 BUNKER HILL DRIVE TRUMBULL, CT 06611-1459	Common Stock	23334	Common Stock
JAMES L BLAIR 5117 WILD FLOWER WAY FORT WORTH, TX 76123-1949	Common Stock	100	Common Stock
JAMES M OCONNELL 1360 N SANDBURG TER CHICAGO, IL 60610-2075	Common Stock	200	Common Stock
JAMES R JOHNSON 5305 BUCKNER DR FLOWER MOUND, TX 75028-1033	Common Stock	50	Common Stock
JAMES R RANEY 155 MERNER DR WINDSOR, CA 95492-9102	Common Stock	200	Common Stock
JASON P BREWER & SUSAN D BREWER JT TEN 2901 MANCHESTER STREET WEST LAFAYETTE, IN 47906	Common Stock	25	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JAY SCHOTTENSTEIN CUST JONATHAN R SCHOTTENSTEIN UNDER THE OH TRAN MIN ACT 1 MIRANOVA PL COLUMBUS, OH 43215-5072	Common Stock	0	Common Stock
JEAN BYRNES 404 HENRY ST FAIRVIEW, NJ 07022-1913	Common Stock	200	Common Stock
JEANNE GRISWOLD 0 WEST HILLTOP PT FORT MADISON, IA 52627	Common Stock	100	Common Stock
JEFF NEUMANN 311 W 5TH ST UNIT 807 AUSTIN, TX 78701-2829	Common Stock	1	Common Stock
JEFFREY J MANNING 960 KEITH DR ROSEVILLE, CA 95661-5374	Common Stock	21	Common Stock
JENNIFER DIALTO-SCHMIDT 203 MOSEMAN RD YORKTOWN HEIGHTS, NY 10598-4631	Common Stock	1550	Common Stock
JENNIFER G TABOR 2210 NEW CUT RD JEFFERSONVILLE, KY 40337-9058	Common Stock	200	Common Stock
JEREMIAH OCONNELL 314 E 236 ST 2000 BRONX, NY 10470-2104	Common Stock	300	Common Stock
JERRY GREENSTEIN 12 SOPHIA ST MONSEY, NY 10952-2012	Common Stock	1000	Common Stock
JOAN LAKE 1235 N SUNNYVALE UNIT 30 MESA, AZ 85205-4345	Common Stock	400	Common Stock
JOHN ADAM BRUNER 9660 UPTON RD BLOOMINGTON, MN 55431-2455	Common Stock	30	Common Stock
JOHN C WALKER & MARY JANE WALKER JT TEN 5020 BOBCAT COURT WOODBRIDGE, VA 22193-3121	Common Stock	1000	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JOHN G HESHIZER SR ELIZABETH C HESHIZER JT TEN 1828 GEORGE CIR N HUNTINGDON, PA 15642-4408	Common Stock	650	Common Stock
JOHN GUTFREUND C/O C F UNTERBERG TOWBIN 350 MADISON AVE 10TH FL NEW YORK, NY 10017-3700	Common Stock	100000	Common Stock
JOHN K THORN & LANA S THORN JT TEN 1052 SUGAR MAPLE DR DAVIDSONVILLE, MD 21035-2242	Common Stock	100	Common Stock
JOHN KEELEY 3410 HILL RD Lake Orion, MI 48360	Common Stock	100	Common Stock
JOHN L CAMERON JR 1901 ROSS RD MARIETTA, GA 30066-6561	Common Stock	100	Common Stock
JOHN L TULLIS & KAREN LEE TULLIS JT TEN 8505 S COUNTRY CLUB DR OKLAHOMA CITY, OK 73159-5815	Common Stock	300	Common Stock
JOHN LOIKE 179-20 TUDOR RD JAMAICA, NY 11432-1443	Common Stock	1000	Common Stock
JOHN PETER GUTFREUND JR 408 E 79TH ST #14C NEW YORK, NY 10075	Common Stock	0	Common Stock
JOHN TOMENSKY 67 PORRECA DR MILLVILLE, NY 08332-4839	Common Stock	200	Common Stock
JOHN TOMENSKY & JOANN TOMENSKY JT TEN 67 PORRECA DR MILLVILLE, NJ 08332-4839	Common Stock	100	Common Stock
JOSEPH JACOBS 50 COURT STREET RM 1006 BROOKLYN, NY 11201-4821	Common Stock	900	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
JOSEPH M CLEMENTS & RECHILDA P CLEMENTS JT TEN TEN/WROS 3017 W PALM VISTA TUCSON, AZ 85705-1035	Common Stock	2000	Common Stock
JOSEPH T WINLOCK 487 COUNTRY CLUB ESTATES GLASGOW, KY 42141-9041	Common Stock	5	Common Stock
JOSEPH VIOLINI & MARIE VIOLINI JT TEN 2014 S WEBSTER AVE SCRANTON, PA 18505	Common Stock	100	Common Stock
JUDITH GEFFEN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	58300	Common Stock
JUDITH SOBEL 222 MARTLING AVENUE, APT 2-L TARRYTOWN, NY 10591-4753	Common Stock	333	Common Stock
JULIE L LAMBERT & FREDERICK A LAMBERT 101 PARK PL WHEELING, WV 26003-5440	Common Stock	100	Common Stock
JUNE D KOTELLY 44 SARAH WAY CONCORD, MA 01742-3725	Common Stock	150	Common Stock
KAMAL A AL-MUTLAQ PO BOX 4143 RIYADH 11149 SAUDI ARABIA	Common Stock	3000	Common Stock
KAREN GASS JTEN 60 Roosevelt Court Westbury, NY 11590			
KAREN KIDDER 500 E 77TH ST APT 1529 NEW YORK, NY 10162-0025	Common Stock	400	Common Stock
KAREN NOVORR 4127 CROOKED STICK LN CORONA, CA 92883-0617	Common Stock	2500	Common Stock
KARL E MILLER 417 ERDMAN DR DAUPHIN, PA 17018-9617	Common Stock	5	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
KATHRYN NORRIS 61 HOLIDAY BLVD CENTER MORICHES, NY 11934-2809	Common Stock	215	Common Stock
KEITH GASMAN 2929 E COMMERCIAL BLVD 702 FT LAUDERDALE, FL 33308-4223	Common Stock	200	Common Stock
KENNETH L RIDENOOUR 16278 GRAND AVE BELLFLOWER, CA 90706-5084	Common Stock	300	Common Stock
KENNETH M GASS & KAREN GASS JT TEN 60 ROOSEVELT CT WESTBURY, NY 11590-4135	Common Stock	200	Common Stock
KEVIN H LIVINGSTON 235 WEST 75TH STREET APT 12D NEW YORK, NY 10023-1764	Common Stock	3945	Common Stock
KEVIN M TURNER 555 MAINE AVE 328 LONG BEACH, CA 90802-1173	Common Stock	70	Common Stock
KIERAN DORAN & BERNADETTE DORAN JT TEN 69 ORIOLE ST PEARL RIVER, NY 10965-2713	Common Stock	300	Common Stock
KRIS A KANAK 5872 WAGON LANE MARSHALL, WI 53559-8939	Common Stock	5	Common Stock
KRIS JOHNSON 111 WYNDAM WAY WILMINGTON, NC 28411-6710	Common Stock	100	Common Stock
KRIS KANAK 5872 WAGON LANE MARSHALL, WI 53559-8939	Common Stock	1	Common Stock
L RAY STANSEL 4120 NW 21ST TER OKLAHOMA CITY, OK 73107-2614	Common Stock	75	Common Stock
LABEL SHAREMAN BOX 596 BROOKLYN, NY 11230-0596	Common Stock	265	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
LALA KOSCHITZKI 1605 EAST 23 RD BROOKLYN, NY 11229-1518	Common Stock	437	Common Stock
LARRY D BLASE RR 3 BOX 28C CANTOW, SD 57013	Common Stock	5	Common Stock
LARRY L STEPHENS 40 KNOB CIR CARROLLTON, GA 30116-8551	Common Stock	5	Common Stock
LAURIE ZABIN WOODVALLEY DR BALTIMORE MD BALTIMORE, MD	Common Stock	6750	Common Stock
LEON BEHAR & ELISE BEHAR JT TEN 1313 W 6TH ST BROOKLYN, NY 11204-4868	Common Stock	2000	Common Stock
LEONA H BRAASCH TTEE OF THE LEONA H BRAASCH TRUST UA DTD 12 2 98 P.O. BOX 607 STROMSBURG, NE 68666-0607	Common Stock	500	Common Stock
LETHA REED & BRENDA A REED JT TEN 1021 W WASHINGTON ST SOUTH BEND, IN 46601-1434	Common Stock	135	Common Stock
LINDA DE SEIFE 42 CAROLINE PLACE GREENWICH, CT 06831	Common Stock	2500	Common Stock
LINDA LESNIEWSKI 2797 WILLOWDALE RD PORTAGE, IN 46368-2861	Common Stock	500	Common Stock
LINDA M STONE 5024 LAKE MIRIAM CIRCLE LAKELAND, FL 33813-2600	Common Stock	300	Common Stock
LINDA P SANCHEZ 12705 W 29TH ST BEACH PARK, IL 60099-9781	Common Stock	100	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
LONNY D HORTON CUST FBO JEREMIAH T HORTON UNDER THE WA UNIF TRAN MIN ACT BOX 144 CARBONADO, WA 98323-0144	Common Stock	150	Common Stock
LOUISE M NOLAN TR UA 05/01/98 LOUISE M NOLAN REV LIVING TRUST Box 5 DUTZOW, MO 63342-0005	Common Stock	5000	Common Stock
LUIS DEEB 13340 SW 2ND TERRACE MIAMI, FL 33184-1154	Common Stock	500	Common Stock
LYNN ANN SUNSERI 1945 S AVON ESTATES BLVD AVON PARK, FL 33825-7828	Common Stock	400	Common Stock
LYTHCOTT & COMPANY 213 WEST 137TH STREET NEW YORK, NY 10030-2406	Common Stock	14018	Common Stock
MALKIE NEUBERG C/F IRA MARK NEUBERG UGMA NY 7 MANOR LN LAWRENCE, NY 11559-1503	Common Stock	100	Common Stock
MARIJO E PHILLIPS 915 S 17TH AVE YAKIMA, WA 98902-4207	Common Stock	50	Common Stock
MARK A BURKS 3004 W 79TH ST INGLEWOOD, CA 90305-1038	Common Stock	150	Common Stock
MARK CONNER BOX 2971 SYRACUSE, NY 13220-2971	Common Stock	1	Common Stock
MARK LOREN 3845 CARPENTER AVE BRONX, NY 10467-5204	Common Stock	17629	Common Stock
MARK S SEPTIMUS 10415 DOCKSIDER DR E JACKSONVILLE, FL 32257-6327	Common Stock	1	Common Stock
MARVA A TRICE 419 N CALUMET ST KOKOMO, IN 46901-4967	Common Stock	100	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
MARY C SMITH 10117 SHINGLE LANDING RD BISHOPVILLE, MD 21813-1435	Common Stock	10	Common Stock
MARY J EL-BAZ 738 MONTMARTRE DRIVE CREVE COEUR, MO 63141-6162	Common Stock	25	Common Stock
MARY JO SHERRARD 19 WOODHAVEN WAY SICKLERVILLE, NJ 08081-9243	Common Stock	200	Common Stock
MARYROSE LOMBARDO 2007 NARRAGANSETT AVENUE BRONX, NY 10461-1716	Common Stock	1500	Common Stock
MELISSA A STANDRING & JOHN J STANDRING JT TEN 61 CONANT VALLEY RD POUND RIDGE, NY 10576-1815	Common Stock	1000	Common Stock
MELISSA W SASSER 5060 GRANDIN RIDGE DR LIBERTY TWP, OH 45011-8307	Common Stock	666	Common Stock
MERYL FUTERSAK C/F ILANA FUTERSAK UGMA NY 28 AUERBACH LANE LAWRENCE, NY 11559-2517	Common Stock	100	Common Stock
MERYL FUTERSAK C/F MEIR FUTERSAK UGMA NY 28 AUERBACH LN LAWRENCE, NY 11559-2517	Common Stock	100	Common Stock
MICHAEL A CONNELL 619 N 10TH AV ONALASKA, WI 54650-2375	Common Stock	5	Common Stock
MICHAEL G RORGE 5212 S ASH GROVE AV SIOUX FALLS, SD 57108-4738	Common Stock	5	Common Stock
MICHAEL JOHN RILEY & JOANNE RILEY JT TEN 22 FERNDALE ROAD TEIGNMOUTH DEVON	Common Stock	34000	Common Stock
MICHAEL KATZ 420 LEXINGTON AVE RM 805 NEW YORK, NY 10170-0899	Common Stock	1000	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
MICHAEL MARGOLIS 351 LARKFIELD RD E NORTHPORT, NY 11731-2940	Common Stock	75	Common Stock
MICHAEL W HIGGINS 345 LOWER PLAIN BRADFORD, VT 05033-8919	Common Stock	50	Common Stock
MICHAEL WARGO 12317 KIPLING PLACE OCEAN SPRINGS, MS 39564-2413	Common Stock	10	Common Stock
MICHELE GROSSMAN 201 NORMAN ROAD NEW ROCHELLE, NY 10804-3111	Common Stock	83	Common Stock
MICHELE STYES & TROY T STYES JT TEN 4223 MINOR WAY CARSON CITY, NV 89706	Common Stock	5	Common Stock
MIDSUMMER INVESTMENT LTD 295 MADISON AVENUE 38TH FLOOR NEW YORK, NY 10017	Common Stock	36887670	Common Stock
Midsummer Investment Ltd. 295 Madison Avenue New York, NY 10017	Series J Convertible Preferred Stock	5,000	Convertible Preferred
MIKE CONNELL 619 10TH AVE N ONALASKA, WI 54650-2375	Common Stock	1	Common Stock
MORDECHI WEINTRAUB & SHEILA WEINTRAUB JT TEN 627 AVE M BROOKLYN, NY 11230-5119	Common Stock	400	Common Stock
MORTON BOHN & LISA KAGANOV JT TEN 12700 SW N DAKOTA ST TIGARD, OR 97223-0802	Common Stock	900	Common Stock
MR DOMINICK MATURO MRS FREDA MATURO JT TEN 358 FOREST AVENUE PARAMUS, NJ 07652-5502	Common Stock	1500	Common Stock

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
MR STEPHEN SYKES APARTADO 2189 QUINTA DO LAGO ALMANCIL ALGARVE PORTUGAL	Common Stock	10000	Common Stock
NADINE ORTIZ 1704 N SUMNER SCRANTON, PA 18508-1937	Common Stock	10	Common Stock
NANCY STURZ AGASI CUST ZIV MAX AGASI UNDER THE NY UNIF GIFT MIN ACT 1171 WARBURTON AV YONKERS, NY 10701-1002	Common Stock	250	Common Stock
NEDRA E HALLBERG TTEE NEDRA E HALLBERG REV TR UA 11/16/92 2249 EAST 46TH PL DAVENPORT, IA 60544-9360	Common Stock	1000	Common Stock
NICHOLAS VITALO & MICHELLE VITALO JT TEN 61 WRIGHT ST ROCKVILLE CENTRE, NY 11570-1238	Common Stock	750	Common Stock
NORMA LOREN 49 VANECK DR NEW ROCHELLE, NY 10804-1203	Common Stock	48571	Common Stock
Otago Partners LLC 787 Seventh Avenue FL 48 Attn: Paramount Cptal New York, NY 10019	Series J Convertible Preferred Stock	250	Convertible Preferred
OTAGO PARTNERS LLC ATTN: MICHAEL CHILL - PARAMOUNT 787 SEVENTH AVENUE-48TH FLOOR NEW YORK, NY 10019	Common Stock	2531319	Common Stock
PAB LANDSCAPING INC ATTN ANTHONY BONGO-PRESIDENT 190 HARMON AVE NEW ROCHELLE, NY 10801-3606	Common Stock	5000	Common Stock
PATRICIA C HEWARD 151 PROSPECT ST MERCHANTVILLE, NJ 08109-2628	Common Stock	60	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
PATRICIA LEA POTTS 1 OSCAWANA HEIGHTS ROAD PUTNAM VALLEY, NY 10579-2323	Common Stock	2250	Common Stock
PATRICIA M CARROLL CUST CHRISTOPHER B CARROLL JR UNDER THE MD UNIF TRAN MIN ACT 293 MAES COURT SYKESVILLE, MD 21784-7129	Common Stock	100	Common Stock
PATRICIA P ORTLEIB 1360 ROSECRANS STREET #1 SAN DIEGO, CA 92106-2639	Common Stock	4650	Common Stock
PATRICIA WAUGH LANG & JOHN H LANG JR JT TEN 43 GRANT AVE MOUNT EPHRAIM, NJ 08059-1500	Common Stock	0	Common Stock
PAUL D GREATHOUSE 1140 NORTHPOINTE DR FRANKLIN, IN 46131-9828	Common Stock	25	Common Stock
PAUL MATHISON 1205 NW 52ND ST VANCOUVER, WA 98663-1503	Common Stock	200	Common Stock
PAUL P STAIANO 5340 LAS VERDOS CIRCLE APT 209 DELRAY BEACH, FL 33484-9138	Common Stock	100	Common Stock
PETER RYERSON 5672 SHERBROOKE ST WEST APT 7 MONTREAL, BC H4A 1W7	Common Stock	20	Common Stock
PETER YOUNGS & SUSAN YOUNGS JT TEN 3 KING ARTHURS CT EAST SETAUKEET, NY 11733-1713	Common Stock	300	Common Stock
Pharmacem Laboratories Inc 265 Harrison Avenue Att David H Kearny, NJ 07032	Series J Convertible Preferred Stock	3,000	Convertible Preferred
PHARMACHEM LABORATORIES INC 265 HARRISON AVENUE ATT: DAVID HOLMES KEARNY, NJ 07032	Common Stock	19156412	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
PIERCE DIVERSIFIED STRATEGY MASTER FUND LLC, ENA ATTN: ADAM EPSTEIN ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111	Common Stock	260417	Common Stock
Pierce Diversified Strategy MF Attn: Adam Epstein One Ferry Building Suite 255 San Francisco, CA 94111	Series J Convertible Preferred Stock	75	Convertible Preferred
RANDALL P FINKELMEYER 26747 POB 26747 BENBROOK, TX 76126-0747	Common Stock	5	Common Stock
RAY C FLEMING 221 S BROADWAY WICHITA, KS 67202	Common Stock	500	Common Stock
RAYMOND C SISNEROS 1009 HARRINGTON BORGER, TX 79007	Common Stock	200	Common Stock
RAYMOND GOTTLIEB TRUSTEE FOR GOTTLIEB & GOTTLIEB LIMITED EMPLOYEE PENSION TRUST 105 50TH ST VIRGINIA BEACH, VA 23451-2418	Common Stock	1750	Common Stock
RAYMOND K WOMBLE 38205 AL ST DADE CITY, FL 33525-6032	Common Stock	330	Common Stock
REES R OLIVER JR & SOLE & SEPARATE PROPERTY & ESTT 1250 NE LOOP 410 SUITE 615 SAN ANTONIO, TX 78209-1524	Common Stock	20000	Common Stock
RENA ALTSTATER C/O WIEDERMAN 122-21 METROPOLITAN AVE KEW GARDENS, NY 11415-2708	Common Stock	500	Common Stock
RICHARD A HAMMERBERG & JANIE M HAMMERBERG JT TEN 21307 SILKTREE CI PLAINFIELD, IL 60544-9360	Common Stock	150	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
RICHARD HORWITZ & BARBARA HORWITZ JT TEN 119-12 PARK LANE S KEW GARDENS, NY 11415-1021	Common Stock	2000	Common Stock
RICHARD L GINGRICH 6605 166TH ST WEST ROSEMOUNT, MN 55068-1867	Common Stock	20	Common Stock
RICHARD L OBERPRILLER CHRISTMAS MOUNTAIN VILLAGE R9106 HOLLY CIRCLE DR WISCONSIN DELLS, WI 53965	Common Stock	5	Common Stock
RICHARD OBERPRILLER E9375 MAGNOLIA CT WISCONSIN DELLS, WI 53965-8235	Common Stock	1	Common Stock
RICHARD P SCHAEFER & ROSE MARIE SCHAEFER JT TEN 7224 W BELMONT AVENUE APT 1N CHICAGO, IL 60634-4573	Common Stock	1000	Common Stock
ROBERT B DUNN CUST FBO MATTHEW A DUNN UNDER THE WA UNIF TRAN MIN ACT 3718 S SHARRON KENNEWICK, WA 99337-3845	Common Stock	500	Common Stock
ROBERT B MAY & SANDRA L MAYJTEN 1281 SHOPES CHURCH RD HUMMELSTOWN, PA 17036-9600	Common Stock	360	Common Stock
ROBERT D LEE & BETTY F LEE JT TEN 5350 ELDRIDGE ST ARVADA, CO 80002-1632	Common Stock	300	Common Stock
ROBERT D SMITH & JOYCE A SMITH JT TEN 15635 INDIANHEAD LANE STRONGSVILLE, OH 44136-5333	Common Stock	150	Common Stock
ROBERT E MCGUIRE & MARGARET L MCGUIRE JTEN 4101 W 17TH KENNEWICK, WA 99338-7302	Common Stock	150	Common Stock

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
ROBERT GRECO & GRACE GRECO JT TEN 12 HEATH ROAD PEABODY, MA 01960-1051	Common Stock	200	Common Stock
ROBERT H CHATHAM 125 CHESTNUT ST CAMBRIDGE, MA 02139-4703	Common Stock	200	Common Stock
ROBERT H NEWMAN & MARLENE NEWMAN JT TEN 1141 CAMPANELLI DR W PLANTATION, FL 33322-4530	Common Stock	100	Common Stock
ROBERT J CHASE & LINDA CHASE JT TEN 33 PARKER DR MORRIS PLAINS, NJ 07950-2437	Common Stock	1100	Common Stock
ROBERT J SOKOLIK 283 SYCAMORE DR TORRINGTON, CT 06790-4264	Common Stock	100	Common Stock
ROBERT M SZYMANSKI 3112 LONGACRE RD EAGLEVILLE, PA 19403-1132	Common Stock	600	Common Stock
ROBERT MONTESON 2317 GILMORE ST NEW CASTLE, PA 16102-1725	Common Stock	125	Common Stock
ROBERT W MCGOVERN & VIRGINIA A MCGOVERN JT TEN 1057 WISTERIA DR MINDEN, NV 89423-5101	Common Stock	100	Common Stock
ROCCO MONDELLO & MARY MONDELLO JT TEN 62 UNDERHILL AVE WEST HARRISON, NY 10604-2445	Common Stock	1407	Common Stock
Rockmore Investment MF 150 East 58th Street New York, NY 10155	Series J Convertible Preferred Stock	1,000	Convertible Preferred
RON RAYBURN 5217 LOCK RD CENTERBURG, OH 43011-9438	Common Stock	1	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
RONALD L RAYBURN 5217 LOCK RD CENTERBURG, OH 43011-9438	Common Stock	5	Common Stock
RONNA SPORN 49 LISMORE RD LAWRENCE, NY 11559-1338	Common Stock	100	Common Stock
ROSALEE GOLCZEWSKI 734 SHERMAN AVENUE THORNWOOD, NY 10594-1421	Common Stock	700	Common Stock
ROSALEE GOLCZEWSKI 734 SHERMAN AVENUE THORNWOOD, NY 10594-1421	Common Stock	83	Common Stock
ROSANNE ZACCAGNINO 95 LARRY'S LANE PLEASANTVILLE, NY 10570-2401	Common Stock	200	Common Stock
ROY BAILEY & DAVID HERNANDEZ JT TEN 1243 1/2 S PLYMOUTH BLVD LOS ANGELES, CA 90019-6884	Common Stock	100	Common Stock
ROY LEGRICE 650 MAIN ST DANVILLE, NH 03819-3134	Common Stock	600	Common Stock
RUDOLPH T MEOLA 9845 GRAPHITE MT RD HAGUE, NY 12836-2036	Common Stock	1000	Common Stock
RUSS KENDRICK 8403 BRIARWOOD LANE AUSTIN, TX 78757-6928	Common Stock	60	Common Stock
S WADE RATHKE 3810 BURGANDY STREET NEW ORLEANS, LA 70117-5708	Common Stock	25	Common Stock
SAMUEL BOLAND 1189 E 12TH ST BROOKLYN, NY 11230-4811	Common Stock	7000	Common Stock
SANDRA S SHULER 12016 N GRAY RD CARMEL, IN 46033-9634	Common Stock	50	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
SANDY HOFFMAN 35 SUNSET DR MILLVILLE, NJ 08332-2452	Common Stock	68	Common Stock
SCOTT R BULLOCK 12505 S.E. 15TH ST VANCOUVER, WA 98684	Common Stock	20	Common Stock
Shea Ventures LLC Attn:Kevin Dunlop 655 Brea Canyon RD Walnut, CA 91789	Series J Convertible Preferred Stock	1,000	Convertible Preferred
SHEA VENTURES LLC ATTN KEVIN DUNLOP 655 BREA CANYON RD WALNUT, CA 91789-3078	Common Stock	10730646	Common Stock
SHIRLA D KEWIN 19581 HENRY MELVINDALE, MI 48122-1626	Common Stock	15	Common Stock
SHIRLEY A FAYOCAVITZ 1702 N SUMNER SCRANTON, PA 18508-1937	Common Stock	10	Common Stock
SHMUEL SEPTIMUS 72 LORD AVE LAWRENCE, NY 11559-1339	Common Stock	3500	Common Stock
SIDNEY TEICHMAN C/F DOV TEICHMAN UGMA CA 231 S. HIGHLAND AVE. LOS ANGELES, CA 90036	Common Stock	50	Common Stock
SNEHAL J PRASAD & SHOBHA S PRASAD JT TEN 9 NOVACOURT SEWELL, NJ 08080-2202	Common Stock	100	Common Stock
SOLOMON DEUTSCH 929 46TH ST BROOKLYN, NY 11219-2332	Common Stock	1000	Common Stock
SOLOMON NEIMAN 1616 49TH STREET BROOKLYN, NY 11204-1133	Common Stock	300	Common Stock
SONIA A ADVANI 3036 SUN VALLEY CT APPLETON, WI 54911-1159	Common Stock	500	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
STACEY SPIZMAN GERSTBERGER 150 N MERAMEC AVE STE 340 SAINT LOUIS, MO 63105-3779	Common Stock	1000	Common Stock
STANTON B ELIAS & DONNA S SHEWACH JT TEN 2201 MELROSE ANN ARBOR, MI 48104-4069	Common Stock	2000	Common Stock
STEPHEN BARSE 1701 CURANT CT WILLIAMSTOWN, NJ 08094-3386	Common Stock	200	Common Stock
STEVE PRETZ 9028 BONTURA RD GRANBURY, TX 76049-4334	Common Stock	1	Common Stock
STEVE SEBASTIAN 5501 SEAFARER CT RALEIGH, NC 27613-7910	Common Stock	1150	Common Stock
STEVE SMILEY 159 GIFFIN RD LOS ALTOS, CA 94022-3903	Common Stock	35	Common Stock
STEVEN J ISENSEE & CHERYL L ISENSEE JT TEN RTE 2 BOX 66 SPARTA, WI 54656	Common Stock	100	Common Stock
STEVEN R PRETZ 9028 BONTURA RD GRANBURY, TX 76049-4334	Common Stock	5	Common Stock
STEVEN SUNDELL 98 G IN CLUB ROAD NORTHPORT, NY 11768-3366	Common Stock	12500	Common Stock
STEVEN TOLSMA 18802 ERVIN LANE SANTA ANA, CA 92705-2826	Common Stock	100	Common Stock
STUART B LEVY CUST SUZANNE L LEVY 144 WARREN AVE BOSTON, MA 02116-5914	Common Stock	500	Common Stock
SUNNY SANDLER 700 ARDOMORE AVE #425 ARDMORE, PA 19003-1108	Common Stock	130	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
SUSAN COMBS & ROY FULMER JT TEN BOX 126 CHIMACUM, WA 98325-0126	Common Stock	10	Common Stock
T PLEAS STRICKLAND & CAROL T STRICKLAND JT TEN 3845 KIMMER ROWE DR TALLAHASSEE, FL 32309-6709	Common Stock	400	Common Stock
TAGNANI ENTERPRISES ATTN SYLVANO TAGNANI 6 BACKFIELD CIRCLE SUGARLOAF, NY 18249-1034	Common Stock	2000	Common Stock
TANIA DESILVA 332 HILLSIDE AVE STATEN ISLAND, NY 10304-1813	Common Stock	1000	Common Stock
TERRY EHIOROBO 3816 SHERRIE LANE RACINE, WI 53405-4857	Common Stock	250	Common Stock
THOMAS CUCCURULLO & IRENE CUCCURULLO JT TEN 5722 AVE O BROOKLYN, NY 11234-4031	Common Stock	2600	Common Stock
THOMAS G O'DEA 9049 CHARLEE ST LAKE WORTH, FL 33467-3638	Common Stock	200	Common Stock
THOMAS RODEN 2128 NW 141ST AV ANDOVER, MN 55304-3376	Common Stock	25	Common Stock
THOMAS W SWEGLE 407 NW 28TH ST ANKENY, IA 50021-9660	Common Stock	50	Common Stock
TILLMAN SHAW 615 LOUISE AVE HEATH, OH 43056-1229	Common Stock	1000	Common Stock
TIM LEACH 10271 CARTER HILLS DENHAM SPRINGS, LA 70726	Common Stock	0	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
TIMMY A KLEINSMITH & LEE A KLEINSMITH JT TEN RD 2 BOX 25 J KEMPTON, PA 19529-9802	Common Stock	100	Common Stock
TOM CHARN CHUN YEE 1770 W 9TH ST BROOKLYN, NY 11223-1239	Common Stock	1000	Common Stock
TORAH HIGH SCHOOL OF TEXAS 7120 SPRING VALLEY ROAD DALLAS, TX	Common Stock	5000	Common Stock
TROY ENNICO 210 E 87TH ST 4B NEW YORK, NY 10128-3141	Common Stock	500	Common Stock
U H COVEY INC ATT JULIE GILBERT BOX 418 DAKOTA CITY, NE 68731-0418	Common Stock	100	Common Stock
UBS O'Connor LLC One North Wacker Drive FL32 Attn: Robery Murray Chicago, IL 60606	Series J Convertible Preferred Stock	2,000	Convertible Preferred
UBS O'CONNOR LLC FBO O'CONNOR GLOBAL MULTI-STRATEGY ALPHA MASTER LIMITED ONE NORTH WACKER DRIVE 32ND FLOOR CHIGACO, IL 60606	Common Stock	6944444	Common Stock
UWE KLADE 10455 ALBERTSWORTH LN LOS ALTOS, CA 94024-6450	Common Stock	1000	Common Stock
V EDWARD LEWIS 3815 PALLOS VERDAS DALLAS, TX 75229-2743	Common Stock	1000	Common Stock
VALOR HOLDINGS INC C/O MIKE BLOCK 214 WEST 29TH STREET NEW YORK, NY 10001-5203	Common Stock	93750	Common Stock
VENEZIA ZAKHEIM 1256 E 26TH ST BROOKLYN, NY 11210-4619	Common Stock	2700	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
VICKI SUE SPERANO 1347 BRENT MILL CT MT PLEASANT, SC 29466-7998	Common Stock	500	Common Stock
VIJAYA JUTURU 102 HUNTERS RUN DOBBS FERRY, NY 10522-3404	Common Stock	1666	Common Stock
VINCENT U MCLEOD 1336 LAKE COLE ROAD MIDWAY PARK, NC 28544-1129	Common Stock	100	Common Stock
VINCENT U MCLEOD 1336 LAKE COLE RD JACKSONVILLE, NC 28544-1129	Common Stock	100	Common Stock
VIVIAN CHILL 600 THIRD AVE NEW YORK, NY 10016-1901	Common Stock	900	Common Stock
WAYNE N GILBERT 1240 E 26TH ST DES MOINES, IA 50317-2631	Common Stock	200	Common Stock
WHITE PLAINS NURSING HOME 3845 CARPENTAR AVE BRONX, NY 10467-5204	Common Stock	99000	Common Stock
WILLARD L REESE JR 7556 S POPLAR POINT DR TRAFalgar, IN 46181-8806	Common Stock	5	Common Stock
WILLIAM A WASCAK 3 BILTON RD WHITE PLAINS, NY 10607-2301	Common Stock	508	Common Stock
WILLIAM COUCH CMR 427 BOX 1294 APO, AE 09630-0013	Common Stock	20	Common Stock
WILLIAM H COUCH & LINDA G COUCH JT TEN 148 LEWIS CIRCLE JONESBOROUGH, TV 37659-5444	Common Stock	30	Common Stock
WILLIAM H GREEN III 5 GRISTMILL CT MEDFORD, NJ 08055-8352	Common Stock	200	Common Stock

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
WILLIAM LEVI 42 MAJESTIC RIDGE CARMEL, NY 10512-1832	Common Stock	20000	Common Stock
WILLIAM MURRELL & NANCY R MURRELL JT TEN 1525 ZAPOTEC DR SOUTH LAKE TAHOE, CA 60634-4573	Common Stock	100	Common Stock
WILLIAM RAY WYLLYS APT 2203 12407 4TH AVE W EVERETT, WA 98204	Common Stock	20	Common Stock
WILLIAM S RICHEY 202 KIPPSFORD POND RD COLUMBIA, TN 38401-5700	Common Stock	750	Common Stock
YESHIVA IMREI JOSEPH D'SPINKA 1462 56TH ST BROOKLYN, NY 11219-4617	Common Stock	33333	Common Stock
YOASH GOHIL & SHEELA GOHIL JT TEN 11 SAMANTHA CT SEWELL, CA 08080-3151	Common Stock	1000	Common Stock
ZVI SEPTIMUS 72 LORD AVE LAWRENCE, NY 11559-1339	Common Stock	3500	Common Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 26, 2011Signature Is/ Alan Kirschbaum

**Alan Kirschbaum
Chief Financial Officer**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

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Southern District of New York**

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VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 26, 2011**

/s/ Alan Kirschbaum
Alan Kirschbaum/Chief Financial Officer
Signer/Title

ALAN J. KIRSCHBAUM
84 STONEWALL COURT
YORKTOWN HEIGHTS, NY 10598

ALPHA JALLOW
14 S. MEADOW DRIVE
DANBURY, CT 06811

AT&T
PO BOX 5019
CAROL STREAM, IL 60197-5019

BDO CAPITAL ADVISORS, LLC
100 PARK AVENUE-10TH FLOOR
NEW YORK, NY 10017

BENJAMIN SPORN
49 LISMORE ROAD
LAWRENCE, NY 11559

CASSIE TILLMAN-RANDALL
531 UPPER AVENUE
NEWBURGH, NY 12550

DAVID PAGURA
233 WOODLAND AVENUE
YONKERS, NY 10703

GAIL KRALJEVIC
76 MT. HOLLY RD
KATONAH, NY 10536

GRACE PROCUREMENTS, LLC
2401 MELLON CT., STE. C
DECATUR, GA 30035

GWEN KENT
13 S. JUNE TERRACE
LAKE FOREST, IL 60045

HP CARE PACK SERVICES
C/O CDW
P.O. BOX 75723
CHICAGO, IL 60675

IKON OFFICE SOLUTIONS, INC.
3920 ARKWRIGHT ROAD
MACON, GA 31210

JAMES KOMOROWSKI
83 BUNKER HILL DRIVE
TRUMBULL, CT 06611

JOANNE GOLDSTEIN
8 LEISURE FARM DRIVE
ARMONK, NY 10504

KATE WALLOUR
754 BRONX RIVER ROAD
APT B23
BRONXVILLE, NY 10708

MARKETING MAVEN PR
2390 C LAS POSAS ROAD, #479
CAMARILLO, CA 93010

MCLEOD DISCOVERIES, LLC
210 VILLAGE GATE DRIVE
CHAPEL HILL, NC 27514

MICHAEL A. ZEHER
PO BOX 358
CROTON ON HUDSON, NY 10520

MIKE ZEHER
P.O BOX 358
CROTON ON HUDSON, NY 10520

NATURE'S PRODUCTS, INC
1301 SAWGRASS CORPORATE
PARKWAY
FORT LAUDERDALE, FL 33323

NUTRITION 21, LLC
4 MANHATTANVILLE ROAD
PURCHASE, NY 10577

OCC PURCHASE, LLC
4 MANHATTANVILLE ROAD
PURCHASE, NY 10577

PROBIOFERM, LLC
10215 DENNIS DRIVE
URBANDALE, IA 50322

PROBIOHEALTH, LLC
9595 WILSHIRE BLVD, SUITE 810
BEVERLY HILLS, CA 90212

PROVITA DEVELOPMENT APS
KORSKILDEENG 4
DK-2670 GREVE
DENMARK

RIDGE SYSTEMS, LLC
865 GRANT AVENUE
MAYWOOD, NJ 07607

STEVEN SUNDELL
12 WINTER RIDGE ROAD
NEWTOWN, CT 06470

ULTIMATE FORMULATIONS INC
DBA BEST FORMULATIONS

US CUSTOMS AND BORDERS PROTECT
6550 TELECOME DRIVE
INDIANAPOLIS, IN 46278

US GOVERNMENT
5601 SUNNYSIDE AVENUE, 4-1159
BELTSVILLE, MD 20705

USEFUL PRODUCTS, INC.
429 WEST JASPER
PO BOX 377
GOODLAND, IN 47948

VERIZON
PO BOX 15124
ALBANY, NY 12212

VERIZON WIRELESS
PO BOX 408
NEWARK, NJ 07101-0408

VERTELLUS HEALTH & SPECIALTY
201 N. ILLINOIS ST, STE 1800
INDIANAPOLIS, IN 46204

WALGREEN CO. INC.
200 WILMONT ROAD
DEERFIELD, IL 60015

WELLS FARGO FINANCIAL LEASING
800 WALNUT STREET
NEW YORK, NY 10017

**United States Bankruptcy Court
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CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Nutrition 21, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

August 26, 2011

Date

/s/ Michael Friedman

Michael Friedman

Signature of Attorney or Litigant
Counsel for **Nutrition 21, Inc.**

Richards Kibbe & Orbe LLP
One World Financial Center
New York, NY 10281
212.530.1800 Fax:212.530.1801